

CoCa Mines, Inc.

6500 N. Mineral Drive, Suite 200
Coeur d'Alene, ID 83815-9408
(208) 769-4100

**CONFIDENTIAL SETTLEMENT COMMUNICATION
SUBJECT TO FEDERAL RULE OF EVIDENCE 408**

Heidi K. Hoffman
United States Department of Justice
Environment and Natural Resources Division
1961 Stout Street—8th Floor
Denver, Colorado 80294

Re: Gilt Edge Mine Superfund Site

Dear Ms. Hoffman:

This letter and the materials enclosed herewith constitute CoCa Mines, Inc.'s ("CoCa") response to your letter of September 21, 2010, requesting additional financial and corporate information from CoCa in connection with the negotiation of an "inability to pay" settlement for potential liabilities related to the Gilt Edge Mine Site ("Site") in Lawrence County, South Dakota. In addition to the responses and materials provided herewith, CoCa hereby references and incorporates its two prior responses, dated October 2, 2008 and February 12, 2010, to EPA's 104(e) Requests regarding the Gilt Edge Site.

In conjunction with prior 104(e) responses, CoCa has already provided the United States with a large amount of information. In response to DOJ's September 21, 2010 request, and in order to facilitate settlement negotiations, CoCa has undertaken a significant effort to locate additional responsive information. However, as you are aware, the Gilt Edge site has a long history of development, exploration and mining. Because the information DOJ has requested may relate to events which occurred many years ago, CoCa cannot represent that it has located every document responsive to DOJ's request. In many instances, CoCa simply does not possess the information DOJ has requested. In other instances, DOJ has requested information that, to the best of CoCa's knowledge, does not exist. In addition, DOJ has requested information from CoCa's parent and affiliates, including Hecla Mining Company and Hecla Limited (collectively, "Hecla"). While CoCa has made its best effort to locate and provide this information, many of DOJ's requests relate to events which occurred prior to Hecla's acquisition of CoCa almost twenty years ago. CoCa understands that in many cases, Hecla either does not retain, or never possessed the information requested. CoCa looks forward to moving ahead with settlement negotiations, and in the event that additional relevant, responsive documents are located, they will be made available to DOJ.

These responses and the documents provided with these responses do not constitute an admission by CoCa, Hecla, or any other related entity, of liability with respect to the Gilt Edge Site, nor an admission or representation concerning the conditions on or surrounding the

Site or any acts or omissions of any persons concerning the Site. CoCa's production of documents does not constitute an admission by CoCa or any affiliated entity that the contents of the documents provided are true, correct, or accurate, nor does it constitute an admission that the documents are authentic for the purposes of admissibility in any judicial or administrative proceeding. These responses do not constitute an admission by CoCa or any affiliated entity that it or anyone employed by it, or its parents, predecessors or subsidiaries, generated, transported, or disposed of any hazardous wastes or substances, pollutants, or contaminants anywhere at the Site. CoCa denies that it has any liability relating to any releases or threatened releases at the Site.

I. General Objections

1. CoCa objects to the requests on the grounds that they are overbroad and vague.
2. CoCa objects to the requests to the extent that they seek information or documents that are protected under the attorney-client privilege, the work product doctrine or any other available privilege or protection.
3. CoCa objects to the requests to the extent that they call for legal conclusions.
4. CoCa objects to the requests to the extent that they attempt to impose upon CoCa an obligation to obtain information from third persons or others where the law does not impose such an obligation.

II. Responses

Set forth below are each of DOJ's specific Requests followed by CoCa's Responses. CoCa incorporates, by reference, each of its General Objections into each of its Responses as if fully set forth therein. CoCa reserves the right to amend its answers if and when additional information becomes available which is relevant to DOJ's requests. Without waiving any of its objections, CoCa states as follows:

Request No. 1:

Provide all annual financial statements (including balance sheets, income statements, statements of cash flows, and, if prepared, notes and detailed schedules) for CoCa Mines, Inc. for the years 2003 to present. Please note that the 1-page summary balance sheets provided previously to EPA do not provide the level of detail that we are seeking. Rather, we request the full financial statements prepared yearly for CoCa Mines, Inc. that explain the financial status of the company.

CoCa's Response to Request No. 1:

CoCa objects to the terms "financial statements," "balance sheets," "income statements," and "statements of cash flows," as overly broad and vague. Without waiving any of its objections, CoCa states that during the years 2003 to the present, CoCa prepared financial statements once each year, at year's end. During the timeframe in question, CoCa has engaged in very little activity, and has had very little financial activity. Accordingly, there has been no need to prepare a more detailed set of financial statements for the company. The only financial statements the company has prepared are in the form of the balance sheets previously provided to EPA. To clarify, these balance sheets are not summaries of other documents, but are the actual financial statements prepared at year end. In response to DOJ's request, CoCa is providing, with these responses and on a strictly confidential basis, balance sheets for the additional years 2003 and 2009.

Request No. 2:

Provide any other financial statements or information (i.e., balance sheets, income statements, statements of cash flows) prepared on an other-than-annual basis (e.g., monthly, quarterly, as needed) that reflect the financial status of CoCa Mines for the years 2003 to present.

CoCa's Response to Request No. 2:

CoCa again objects to the terms "financial statements," "balance sheets," "income statements," and "statements of cash flows," as overly broad and vague. Without waiving any of its objections, CoCa states that, CoCa's subsidiary, CRI owns three historic mining properties near Creede, Colorado including certain floodplain property, a tailings impoundment, and a former millsite. CRI receives income from the lease of an old warehouse building on the mill site property. A copy of CRI's lease agreement for this property has been provided with these responses on a confidential basis. With the exception of this lease agreement and the information already provided to EPA in response to its 104(e) requests and in response to Request No. 1 above, CoCa is unaware of any additional, relevant statements or information (i.e., balance sheets, income statements, statements of cash flows) reflecting CoCa's cash flow or financial status.

Request No. 3:

Provide any interim financial statements (including balance sheets, income statements, and statements of cash flow) that have been prepared for the period of January 1, 2003 to present

CoCa's Response to Request No. 3:

CoCa objects to the term "interim financial statements," and maintains its objections to the terms "balance sheets," "income statements," and "statements of cash flows," as overly broad and vague. Without waiving any of its objections, CoCa states that it is unaware of any interim financial statements prepared for the period of January 1, 2003 to the present. As set forth in CoCa's response to Request No. 1, above, CoCa has prepared only year-end financial statements during the timeframe in question.

Request No. 4:

Provide consolidating schedules or other consolidating information for CoCa Mines for the years 2003 to present. Please note that Hecla Mining Company's Form 10-K filed with the Securities and Exchange Commission reflect the consolidated position of Hecla Mining and its subsidiary, Hecla Limited, which in turn, owns CoCa Mines. If this statement of corporate structure is incorrect, please so state, and provide an explanation of the correct corporate structure of CoCa Mines and its parent companies. If this statement of corporate structure is correct, please provide the consolidating schedules or other consolidating information that CoCa Mines provided to Hecla Limited for the years 2003 to present that reflect CoCa Mines' financial position.

CoCa's Response to Request No. 4:

CoCa objects Request No. 4 as vague and ambiguous, and specifically objects to the terms "consolidating schedules" and "consolidating information" as undefined and vague. Without waiving any of its objections, CoCa states that it has no reason to doubt the accuracy of Hecla

Mining Company's Form 10K. However, as set forth in CoCa's Response to Request No. 1, due to the relative insignificance of CoCa's operations during the relevant timeframe, CoCa prepared only the year-end balance sheets already described. Additional information regarding the corporate structure and ownership of CoCa Mines, as it relates to Hecla, is set forth in CoCa's October 2, 2008 Response to EPA's August 14, 2008 104(e) Request. CoCa also notes that Creede Resources, Inc. ("CRI") remains a wholly-owned subsidiary of CoCa Mines, Inc.

Request No. 5:

Provide signed copies of CoCa Mines' U.S. corporate income tax returns, complete with all schedules, statements, forms, consolidating schedules and attachments, for all years from 2003 to the present for which CoCa Mines prepared a separate tax return. Please note that we require the complete and signed copies of these yearly tax returns for our financial analysis. The tax returns previously provided to EPA were complete but unsigned for 2005 through 2008; tax returns for the other years were either not provided or were incomplete.

CoCa's Response to Request No. 5:

CoCa objects to the terms "schedules," "statements," "forms," "consolidating schedules," and "attachments" as vague and ambiguous. Without waiving any of its objections, CoCa states that, as CoCa has clarified with DOJ, to the best of CoCa's knowledge, all tax information previously submitted to EPA in connection with EPA's 104(e) requests is accurate and complete. Nevertheless, CoCa has conducted an additional effort to review its tax documentation in order to address DOJ's request to provide tax returns for additional years (2003 and 2009), and to confirm that it has provided complete and accurate information.

Submitted confidentially with these responses is an October 20, 2010 letter from CoCa's tax preparer, Aspen Tax Services LLC, which addresses the tax returns for specific years in greater detail. As set forth in this letter, CoCa did not file separate tax returns in some years. In addition, some years' tax returns were filed electronically, and the taxpayer's signature for the electronic form appears on form 8453-C, rather than form 1120. CoCa is also submitting, with these responses and on a confidential basis, copies of its 2003 and 2009 tax returns, which were not previously requested by EPA.

Request No. 6:

Provide signed copies of U.S. corporate income tax returns, complete with all schedules, statements, forms, consolidating schedules and attachments (i.e. exactly as submitted to the U.S. Internal Revenue Service) for Hecla Mining Company and Subsidiaries for the years 2003 to 2009. The tax returns previously provided to EPA for 2004 through 2008 were incomplete; tax returns for 2003 and 2009 were not provided.

CoCa's Response to Request No. 6:

CoCa objects to the terms "schedules," "statements," "forms," "consolidating schedules," and "attachments" as vague and ambiguous. CoCa also objects to Request No. 6 because it requires CoCa to obtain information from third parties. Without waiving any of its objections, CoCa states that, to the best of its knowledge, the tax returns provided previously for Hecla Mining Company are complete and accurate as they relate to CoCa Mines, Inc. EPA's previous

104(e) requests did not request tax returns for years 2003 or 2009. Tax returns for those additional years are enclosed with these responses and are submitted on a confidential basis.

Request No. 7:

According to the unsigned U.S. corporate tax returns previously provided for CoCa Mines, as of December 31, 2003 and 2004, CoCa Mines showed a significant Accounts Payable (i.e., -\$1,534,081 as of Dec 31, 2003 and -\$911,766 as of Dec 31, 2004). For each year from 2003 to the present:

- a. Describe each service and/or product (e.g., management services, leases) provided by CoCa Mines to any affiliates, or vice versa, or between affiliates.
- b. Provide signed copies of all such agreements, complete with all schedules, attachments, and updates.
- c. If any transactions took place between CoCa Mines and an affiliate (or between affiliates) for which a written agreement does not exist, please describe all material provisions of each transaction including (but not limited to):
 - i. Service or product transacted;
 - ii. Date(s) of transaction(s);
 - iii. Identity of buyer;
 - iv. Identity of seller;
 - v. Amount paid for good or service;
 - vi. Identity of representative from CoCa Mines who negotiated the transaction;
 - vii. Identity of representative from affiliate who negotiated the transaction; and describe the formula or basis used to determine the price paid for the good or service.
- d. Provide all documents relating to the provision of service(s) and/or product(s) between CoCa Mines and affiliate(s).

CoCa's Response to Request No. 7:

CoCa objects to Request No. 7 as overly broad, and specifically objects to the terms "products," "services" and "affiliates" as vague and ambiguous. Without waiving any of its objections, CoCa states that, in accordance with clarification provided by the Department of Justice regarding the scope of Request No. 7, CoCa understands that the term "affiliate" as used in this Request is intended only to apply to subsidiaries of CoCa. With respect to sub-questions (a) through (d), to the best of its knowledge, CoCa has not rendered any services or products, and has not received any services or products during the time frame in question. With respect to the specific accounts payable balances referenced in Request No. 7, to the best of CoCa's knowledge, those balances reflect accounting entries by CoCa over 20 years ago, and do not reflect income that CoCa could potentially collect. These balances are related to funds which may have been owed to CoCa from two entities which are no longer in existence or have no assets to pay the debt, including CRI, and the Estate of William Carey. The \$1.5 million account is owed by the estate of William Carey, which CoCa determined to be defunct. The uncollectable balances were written off. During the write-off process, CoCa's accountants consolidated the various accounts payable and accounts receivable balances, which is why they do not appear on current tax returns.

Request No. 8:

According to the unsigned U.S. corporate tax returns previously provided for CoCa Mines, as of December 31, 2003, 2004, 2005, and 2006, CoCa Mines showed a significant "Affiliates Payable" (also described as "Intercompany") ranging from \$17,765,936 as of Dec. 31, 2003 to \$19,882,530 as of Dec. 31, 2006. For each year from 2003 to the present:

- a. Describe each loan made between CoCa Mines and affiliate(s), or between affiliates.
- b. Provide signed copies of all such loan agreements.
- c. If any loans were extended for which a written agreement does not exist, please describe all material terms of each loan including (but not limited to):
 - i. Date of loan;
 - ii. Term of loan;
 - iii. Identity of lender;
 - iv. Identity of borrower;
 - v. Principal;
 - vi. Interest;
 - vii. Repayment schedule;
 - viii. Collateral and/or guarantees;
 - ix. Covenants; and
 - x. Late payment provisions.
- d. Provide all documents relating to any loans between CoCa Mines and affiliate(s).

CoCa's Response to Request No. 8:

CoCa objects to Request No. 8 as vague, ambiguous and overbroad. Without waiving any of its objections, CoCa states that the balances referenced in Request No. 8 reflect initial accounting entries stemming from the initial transaction by which Hecla acquired CoCa in 1991, and do not actually reflect any income owed to CoCa. More specifically, Hecla purchased CoCa in 1991 to acquire the Grouse Creek property, then owned by CoCa, near Challis, Idaho. The Grouse Creek property was developed and mined in the mid 1990s, but during the early stages of production, it was determined that commercial quantities of gold ore did not exist, and the mine was closed and the investment written off. While financial accounting records are no longer available from that time period, to the best of CoCa's knowledge, Hecla's practice would have been to record a transfer of the investment interest in the CoCa ledger to the Hecla ledger in order to facilitate the accounting process related to development of the Grouse Creek property. A corresponding entry would have been made to record a return of capital on the CoCa books. Hecla contributed capital to acquire CoCa, so the transfer of the Grouse Creek interest, in substance, represents a return of capital from CoCa to Hecla. CoCa believes that the classification of these items as intercompany balances between CoCa and Hecla, rather than a return of capital, was a misclassification. Due to CoCa's general inactivity, the misclassification was not recognized for a number of years. The misclassification did not have a material effect on the financial statements, however the financial statements lacked clarity and therefore correcting entries were made.

Request No. 9:

According to the unsigned U.S. corporate tax returns previously provided for CoCa Mines in the year ending December 31, 2007, CoCa Mines had several "other investments" (Statement 2,

Schedule L, line 9), including "Distr LP Share," "Invest in Hard GP," "Invest in Hard LP," "Invest in Mudge," "Investment MBPL," and "Investments." For each of these items, provide:

- a. Signed copies of all written agreements and/or any other documents relating to these investments;
- b. Describe the nature of the investment (e.g., stock purchase, investment in partnership, dividend payment, etc.);
- c. Date(s) of transaction(s);
- d. Identity of counterparty/counterparties;
- e. Describe the formula or basis used to determine the amount invested; and
- f. Identify the circumstances under which the investment can be or is expected to be returned.

CoCa's Response to Request No. 9:

CoCa objects to Request No. 9 as vague and ambiguous. Without waiving any of its objections, CoCa states that it retains no known records describing the "Affiliates Payable" items referenced in Request 9. These accounts were written off and, as reflected in CoCa's Form 1120 for 2006, there is an offsetting credit which demonstrates that these accounts are of no value. To the best of CoCa's knowledge, these accounts likely represent CoCa expenditures for unfruitful prospecting efforts during the 1980s.

Request No. 10:

For each year from 2003 to the present:

- a. Describe each guarantee made by CoCa Mines on behalf of an affiliate, made by an affiliate on behalf of CoCa Mines or made on behalf of an affiliate by another affiliate.
- b. Provide signed copies of each agreement in which such a guarantee is provided complete with all schedules, attachments, updates, and addendums.
- c. If a written agreement does not exist, please describe all material terms of each type of agreement including:
 - i. Nature of the agreement (e.g., loan, product, service);
 - ii. Date of agreement;
 - iii. Term of agreement;
 - iv. Identity of seller/lender;
 - v. Identity of buyer/borrower; and
 - vi. Circumstances under which performance of guarantee can be demanded.

CoCa's Response to Request No. 10:

CoCa objects to Request No. 10 as overbroad, unduly burdensome, vague and ambiguous. CoCa specifically objects to the term "guarantee" as undefined and vague. Without waiving any of its objections, CoCa states that, in accordance with clarification provided by the Department of Justice regarding the scope of Request No. 10, CoCa understands that this Request is intended only to solicit information regarding guarantees made by CoCa or a subsidiary of CoCa. With that understanding, CoCa states that it maintains a bond to secure certain reclamation obligations at a former mining site in Kern County, California. The original bond was established in 2004, for an amount of \$154,000. The bond amount has been reduced as CoCa has discharged its reclamation obligations, and currently has a value of approximately \$20,000 though it is not fully collateralized. CoCa owns a building at this site, but does not own the underlying land, and no

longer leases any of the property in question. The building owned by CoCa has no value and was originally scheduled for demolition. At the request of the lessor, the building was left on the property at the conclusion of the property lease, and ownership of the building will pass to the Lessor following a full release of the CoCa bond. Additional information regarding the bond has been submitted confidentially with these responses. To the best of CoCa's knowledge, neither CoCa nor any subsidiary of CoCa have made any other guarantees from 2003 to the present.

Request No. 11:

For each year from 2003 to the present and for each employee who worked for both CoCa Mines and an affiliate or for more than one affiliate, provide the following information:

- a. Name of employee;
- b. Title and job description at each company;
- c. Wage or salary, bonus, and perquisites received from each company;
- d. Percentage of time spent working at each company; and
- e. Name of supervisor.

CoCa's Response to Request No. 11:

CoCa objects to Request No. 11 as overly broad and unduly burdensome. Without waiving any of its objections, CoCa states that in accordance with clarification provided by the Department of Justice regarding the scope of Request No. 11, CoCa understands that this Request is intended only to solicit information regarding individuals who worked for CoCa or subsidiaries of CoCa. Accordingly, an estimate of the hours that specific individuals spent working for CoCa or CRI is set forth below. CoCa did not specifically delineate wages, salary or other compensation for this work.

Name	Title/ Profession	2009	2008	2007	2006	2005	2004	2003
Alan MacPhee	Accountant	1	1	1	1	1	1	1
Paul Glader	Environmental Engineer	80	80	80	80	80	80	80
Dave Holland	Environmental Engineer	80	80	160	80	40	40	40
Jason Heidt/Other Accountant	Accountant	1	1	1	1	1	1	1
Ann Robison	Administration	80	80	80	10	10	10	10
Mike Clary	Attorney	30	30	30	1	0	0	0
Mike White/Phil Wolf/ John Galbavy	Attorney	2	2	1	1	1	1	1
See Annual Mtg. Notes	Officer #1	1	1	1	1	1	1	1
See Annual Mtg. Notes	Officer #2	1	1	1	1	1	1	1

CoCa Mines, Inc.

See Annual Mtg. Notes	Officer #3	1	1	1	1	1	1	1
See Annual Mtg. Notes	Officer #4	1	1	1	1	1	1	1
See Annual Mtg. Notes	Director #1	1	1	1	1	1	1	1
See Annual Mtg. Notes	Director #2	1	1	1	1	1	1	1
See Annual Mtg. Notes	Director #3	1	1	1	1	1	1	1

Request No. 12:

Provide the corporate record book for CoCa Mines, including:

- a. articles of incorporation (and all addendums), complete with all schedules, attachments, and updates;
- b. all Board of Director meeting minutes, resolutions, and documentation of any other actions from 2003 to present;
- c. filings with state corporation agencies (e.g., Secretary of State) from 2003 to present; and
- d. any other documents describing CoCa Mines' corporate or organizational record from 2003 to present.

CoCa's Response to Request No. 12

CoCa objects to Request No. 12 as unduly burdensome. Without waiving any of its objections, CoCa states that it is providing, with these responses and on a confidential basis, the materials it has located which are responsive to Request No. 12.

Request No. 13:

For Hecla Mining Company and Hecla Limited, provide copies of all Board of Director meeting minutes, resolutions, and documentation of any other actions that relate to CoCa Mines from 2003 to present.

CoCa's Response to Request No. 13:

CoCa objects to Request No. 13 as overly broad, unduly burdensome, and because the information it seeks is not relevant to CoCa's ability to pay for alleged costs the United States has incurred or may incur at the Gilt Edge Site. Without waiving any of its objections, CoCa states that, to the best of its knowledge, the Board of Directors' meeting minutes and resolutions from 2003 to the present for Hecla Mining Company and Hecla Limited do not reflect actions that relate to CoCa Mines.

Request No. 14:

For CoCa Mines, provide the names of all Executive Officers and Board of Director Members from 2003 to present.

CoCa's Response to Request No. 14:

CoCa objects to Request No. 14 because the information it seeks is not relevant to CoCa's ability to pay for alleged costs the United States has incurred or may incur at the Gilt

Edge Site. Without waiving any of its objections, CoCa states that the names of its Executive Officers and Board of Directors Members from 2003 to the present are set forth below:

May 2003 - May 2004

Officers

Thomas F. Fudge, Jr., President
John N. Galbavy, Vice President
Lewis E. Walde, Treasurer
Tami D. Hansen, Secretary

Directors

Thomas F. Fudge, Jr.
John N. Galbavy
Lewis E. Walde

July 1, 2003 — Thomas F. Fudge, Jr. resigned

July 2, 2003 — Ronald W. Clayton appointed as President & Director

May 2004 - May 2005

Officers

Ronald W. Clayton, President
John N. Galbavy, Vice President
Lewis E. Walde, Treasurer
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
John N. Galbavy
Lewis E. Walde

May 2005 - May 2006

Officers

Ronald W. Clayton, President
John N. Galbavy, Vice President
Lewis E. Walde, Treasurer
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
John N. Galbavy
Lewis E. Walde

July 29, 2005 — John Galbavy resigned

July 29, 2005 — Ian Atkinson appointed as a Vice President and Director

October 7, 2005 — Ian Atkinson resigned

October 7, 2005 — Michael H. Callahan appointed Director

October 7, 2005 — Lewis E. Walde appointed Vice President

May 2006 — May 2007

Officers

Ronald W. Clayton, President
Philip C. Wolf, Vice President
Lewis E. Walde, Vice President & Treas.
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
Philip C. Wolf
Lewis E. Walde

May 2007 — May 2008

Officers

Ronald W. Clayton, President
Philip C. Wolf, Vice President
Lewis E. Walde, Vice President & Treas.
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
Philip C. Wolf
Lewis E. Walde

May 15, 2008 — Lewis E. Walde resigned

May 2008 — May 2009

Officers

Ronald W. Clayton, President
Philip C. Wolf, Vice President
James A. Sabala, Vice President & Treas.
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
Philip C. Wolf
James A. Sabala

October 3, 2008 — Philip C. Wolf resigned

October 3, 2008 — Michael L. Clary appointed as Vice President and a Director

May 2009 — May 2010

Officers

Ronald W. Clayton, President
Michael L. Clary, Vice President
James A. Sabala, Vice President & Treas.
Tami D. Hansen, Secretary

Directors

Ronald W. Clayton
Michael L. Clary
James A. Sabala

March 31, 2010 - James A. Sabala resigned as Vice President & Treasurer

March 31, 2010 - Ronald W. Clayton resigned

March 31, 2010 - Alan MacPhee appointed President and Treasurer and as a Director

May 2010 — May 2011

Officers

Alan MacPhee, President & Treas.
Michael L. Clary, Vice President
Tami D. Hansen, Secretary

Directors

Alan MacPhee
Michael L. Clary
James A. Sabala

Request No. 15:

In the Contract for Deed dated August 27, 1978 between the Estate of Magdalena Waggoner (as Seller) and Cyprus Mines Corporation and Congdon & Carey, Ltd. 5 (as Buyers), the Buyers agreed to carry liability insurance covering their operations at the Gilt Edge Site.

Please provide copies of all such insurance policies and all other casualty, liability and/or pollution insurance policies issued to or for the benefit of Congdon & Carey, Ltd. 5 or CoCa Mines, Inc. from 1960 to present, including but not limited to comprehensive general liability, primary, umbrella and excess policies, as well as any environmental impairment liability or pollution legal liability insurance. If you are aware of any such policies but do not have copies, identify each such policy by stating:

- a. name and address of each insurer and of the insured;
- b. type of policy and policy number;
- c. the per occurrence or per accident policy limits of each policy; and
- d. commencement and expiration dates of such policy.

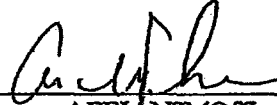
CoCa's Response to Request No. 15:

CoCa objects to Request No. 15 as overly broad, unduly burdensome, vague and ambiguous. Without waiving any of its objections, CoCa states that it has thus far has been unable to locate any insurance policy which can be directly linked to the Contract for Deed dated August 27, 1978 between the Estate of Magdalena Waggoner (as Seller) and Cyprus Mines Corporation and Congdon & Carey, Ltd. 5 (as Buyers). CoCa has, however, located several CoCa and Congdon & Carey insurance policies that may be relevant to CoCa's ability to pay. CoCa notes that the majority of these policies contain pollution exclusions. Nevertheless, copies of these policies have been provided with these responses on a confidential basis. While certain Hecla insurance policies name CoCa as an additional insured, CoCa believes these policies are irrelevant to its ability to pay, since they contain absolute pollution exclusions and date back only to 1991, when Hecla acquired CoCa. As set forth in its 104(e) responses, this was long after CoCa divested itself of any interest related to the Gilt Edge Site.

VERIFICATION AND AFFIDAVIT

With knowledge of the penalties for false statements provided by 18 U.S.C. § 1001 (fine of up to \$250,000 and/or imprisonment), and with knowledge that this information is submitted by me as a responsible officer of this Corporation to affect action by the U.S. Department of Justice, I hereby certify that I understand the statement herein, and that the same is a true and correct to the best of my knowledge.

Date: January 7th, 2011



AFFIANT (Officer)

President

List Corporate Position

NOTARIZED CERTIFICATE

State of Idaho

County of Kootenai

BEFORE ME, the undersigned authority, on this day personally appeared Alan MacPhee known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for the purposes and considerations therein expressed and in the capacity therein stated.

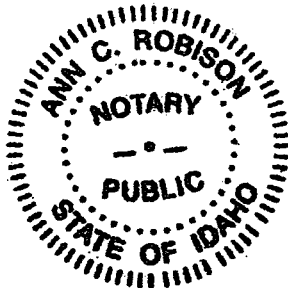
GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 7th day of January 2011.



Notary Public, State of Idaho

My Commission expires: 10/31/2012

(SEAL)



CoCa's Response to Request No. 1

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CoCa's Response to Request No. 2

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CoCa's Response to Request No. 5

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CoCa's Response to Request No. 9

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CoCa's Response to Request No. 10

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CoCa's Response to Request No. 12



STATE OF COLORADO

**DEPARTMENT OF
STATE**

CERTIFICATE

*I, BERNIE BUESCHER, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF THIS
OFFICE, THE ATTACHED IS A FULL, TRUE AND COMPLETE COPY OF THE
ARTICLES OF INCORPORATION AND ALL AMENDMENTS THERETO OF*

**COCA MINES INC.
(COLORADO CORPORATION)**

AS FILED IN THIS OFFICE AND ADMITTED TO RECORD.

Dated: October 12, 2010

Bernie Buescher

SECRETARY OF STATE

87114116

CERTIFICATE OF INCORPORATION
OF
MINERALS ENGINEERING COMPANY

KNOW ALL MEN BY THESE PRESENTS, That we, Blair Burwell, W. G. Haldane, and R. C. Sullivan, of the City of Grand Junction, Mesa County, State of Colorado, all citizens of the United States, desiring to associate ourselves and act together under the laws of the State of Colorado, for the purpose of forming a corporation under the statutes of said State, do hereby make, sign, acknowledge and execute this Certificate, which, when signed shall constitute the Certificate of Incorporation of Minerals Engineering Company, and do hereby certify as follows:

ARTICLE I.

The corporate name of said company shall be MINERALS ENGINEERING COMPANY.

ARTICLE II.

The nature and objects of the business and purposes to be transacted, promoted and carried on by said Company are:

(a) To engage in and to furnish professional engineering and metallurgical services in connection with the mining, milling and processing of ores containing valuable minerals, including vanadium, uranium, tungsten and associated minerals and metals; to acquire and develop processes for the treatment and reduction of ores and minerals, both for ores belonging to the company and to others, and to sell, rent or lease to others all of such processes; to develop methods for the discovery and exploration of ore bodies and to acquire for such purposes drilling and other geological tools and to sell, dispose of or lease any such equipment.

(b) The designing and construction of equipment, plants and machinery for the mining, sampling, reduction and processing of ores and metals.

(c) To consult for, and advise with other owners of mines, mills and plants, including agencies of the United States, on technical and engineering problems related to all of such matters, and to engage in geological exploration or drilling under contract upon mines and properties belonging to others, and to furnish engineering services and mining geological work, process development, construction of necessary plants, and operation of laboratories for research and commercial purposes, all relating to or incidental to the business and activities set forth in paragraphs (a) and (b).

(d) To acquire by location, lease, or purchase, mines and mining claims containing valuable minerals of every name and nature, including vanadium, uranium, tungsten and associated minerals; to work and operate all such mines, and mining claims, and to sell or otherwise dispose of such mines and mining claims and the products therefrom.

(e) To carry on the business of the treatment, conversion, milling and processing, of all such ores for itself or under contract for others, as the company may determine, and to that end, to construct, lease or purchase milling plants and necessary buildings, and to acquire machinery, equipment and other properties, real and personal, whatsoever, as the company may from time to time find to be for its advantage and purposes.

(f) To acquire water and water rights; to purchase, or otherwise acquire, and to operate trucks, planes, and other means of transportation; to buy and sell mine machinery and mine equipment, mill and mine supplies, of every kind and character; to operate stores, commissaries, and boarding houses;

(g) To borrow money in such sum, or sums, as may be necessary or desirable, and to secure the payment thereof by mortgaging, pledging or otherwise encumbering any or all of the real and personal property of the company; to issue notes, bonds, debentures or other secured or unsecured obligations; to deposit in trust any or all of the notes, stocks, bonds or other securities of every

kind mentioned, being the property of the corporation, with any firm or corporation, and to issue against any or all thereof, collateral trust notes, bonds or debentures in any denomination, and under such terms and conditions and at such rate of interest as may be determined by the Board of Directors.

(h) And generally, to transact any and all business and do any and all things necessary, expedient, incidental or pertinent to the powers, purposes and objects of said corporation, and to carry on any one or more of the objects, powers or purposes without regard to the others.

This article shall always be construed, both as to its objects and powers, whereby the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

ARTICLE III.

The Company may conduct its business in other states, in the territories and colonial possessions of the United States, and in foreign countries.

ARTICLE IV.

The term of existence of this corporation shall be twenty years.

ARTICLE V.

The capital stock of this corporation shall be One Hundred Thousand Dollars (\$100,000), divided into 99,000 shares of 8% cumulative preferred stock, of the par value of One Dollar (\$1.00) each; and 1,000 shares of common stock, of the par value of \$1.00 each, and all of said stock shall be fully paid and non-assessable. The owners of preferred stock shall not be entitled to vote said stock at stockholders meetings of said corporation, nor to participate in the profits beyond a preferential cumulative dividend of 8% per annum, as the Board of Directors may authorize. Said preferred stock is subject to redemption at the option of the company, acting through its Board of Directors, at any time from date of issue, upon sixty days notice to the holders thereof, upon the

payment of the par value thereof, and any accumulated dividends. From and after the redemption date, specified in such notice to holders of said preferred stock, unless default is made in providing the moneys specified for the redemption price of said stock, all dividends on preferred shares are to cease, and all rights of the owners of said stock in regard to same, other than the right to receive such redemption price, shall cease.

In the event of any liquidation or dissolution, or winding up of said corporation, the holders of record of the preferred stock shall be entitled before any distribution shall be made to the holders of common stock, to be paid out of the surplus profits arising out of the business of said corporation and remaining intact. Or in case such profits shall be insufficient, then, from the general assets of the corporation the amount of unpaid dividends, if any, accrued upon such preferred stock, and also the full par value of such preferred stock, before any distribution shall be made to the holders of the common stock.

89,000 shares of preferred stock, and 600 shares of common stock will be sold in units of 1,000 shares of preferred stock, and 6.74 shares of common stock, or multiples thereof, for \$1,000.00 cash per unit, in lawful money of the United States. 13,000 shares of preferred stock and 400 shares of common stock will be sold to Elair Burwell for himself and trustee, for \$10,000.00 cash.

No dividend shall be paid upon the common stock until all dividends have been paid on the preferred stock. All of the consideration received by the corporation for the common stock shall be deemed capital.

ARTICLE VI.

The number of directors of said corporation shall be five, and the names of those who shall manage the affairs of said corporation for the first year of its existence and until their successors have been elected and qualified, are:

Blair Burwell
W. G. Haldane
Richard Warren
J. E. Weston
Ray C. Sullivan

ARTICLE VII.

The principal office of this corporation shall be kept in the City of Grand Junction, County of Mesa, State of Colorado. and the principal business of the corporation shall be carried on in said County of Mesa, and in any other County in this or any other State, or in the territories and colonial possessions of the United States, or in foreign countries.

ARTICLE VIII.

Cumulative voting shall not be allowed.

ARTICLE IX.

The Board of Directors shall have power to make and adopt such by-laws for the management of the affairs of this corporation as it may deem proper, not inconsistent with the laws of the State of Colorado, or with this Certificate of Incorporation, and shall have power to alter, change, modify or abrogate the same in whole or in part.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals on this 26th day of February, 1948.

Blair Burwell (SEAL)
W. G. Haldane (SEAL)
Ray C. Sullivan (SEAL)

STATE OF COLORADO }
COUNTY OF M E S A } ss.

I, Marcedus Murphy, a Notary Public, in and for said County, do hereby certify that Blair Burwell, W. C. Haldane, and R. G. Sullivan, who are personally known to me to be the same persons described in and who executed the within Certificate of Incorporation, personally appeared before me this day, and acknowledged that they signed, sealed, and delivered the same as their free and voluntary act and deed.

WITNESS my hand and notarial seal this 20th day of February, 1948.

My commission expires February 19, 1949.



Marcedus Murphy
Notary Public

114116

CERTIFICATE OF INCORPORATION

MINERALS ENGINEERING COMPANY

DOMESTIC

RECORDED

BOOK 830 PAGE 133

FILED in the office of the Secretary of
State, of the State of Colorado, on the

24th day of FEBRUARY
A.D. 1948, at 1130 A.M.

WALTER F. MORRISON,
Secretary of State.

File No. SLATE-30
Old Ass. Public Fund 30

Induced by
641

This document has been inspected
and properly entered on the Re-
cords of the Flat Tax Department.


Date 25 February 1948
W. F. Morrison Clerk

114116 8122448 61946 A 60

stock of the corporation present as aforesaid.

IN WITNESS WHEREOF, We, the president and secretary of said corporation, have hereunto set our hands this 7th day of March, 1949, and have caused the seal of said corporation to be affixed hereto.

Ben Burwell
President


[Signature]
Secretary

DP-1040

MAIL TO:
Colorado Secretary of State
Corporations Office
1675 Sherman St., 2nd Fl.
Denver, Co 80202
(303) 866-2261

for office use only

FILED
OFFICE
65089 E232

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH

submit one
filing fee \$2.00

This document must be typewritten.

To the Secretary of State
of the State of Colorado

Pursuant to the provisions of the Colorado Corporation Act and the Limited Partnership Act of 1961, the under-
signed corporation or Limited Partnership organized under the laws of Colorado
submits the following statement for the purpose of changing its registered office or its registered agent, or both,
in the State of Colorado:

First: The name of the corporation or Limited Partnership is:

Minerals Engineering Company

Second: the address of its REGISTERED OFFICE is 9034 E. Easter Pl., Suite 107,

Englewood, Colorado 80112

Third: The name of its REGISTERED AGENT is A. G. Foss

Fourth: The address of its registered office and the address of its business office of its registered agent, as
changed, will be identical.

9034 E. Easter Pl. Suite 107

Fifth: The address of its place of business in Colorado is Englewood, CO 80112

Minerals Engineering Company (Note 1)

By A. G. Foss (Note 2)

Is X President
Is _____ Registered Agent (Note 3)
Is _____ General Partner

Subscribed and sworn to before me this 15th day of March, 19 62
My commission expires 3/24/63

Don E. Campbell
Notary Public with a
1130 S. Marion, Denver, Colorado, 80211
Address

Notes: 1. Exact name of corporation or Limited Partnership making the statement.

2. Signature and title of officer signing for the corporation, must be President or Vice-Pres-
ident for a Corporation, must be a General Partner.

3. Regarding profit corporations: This statement may be executed by the registered agent
when it involves only a registered address change. A copy of this statement has been
forwarded to the corporation by the registered agent.

4. Signature of Notary Public must be exactly as shown on Notary Seal and must agree
with notarial commission.

COMPUTER FILE COMPLETE
HS

SA Form 10 (Rev. 5-8-84)

MAIL TO:
COLORADO SECRETARY OF STATE
CORPORATIONS OFFICE
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 866-2361

for office use only

SUBMIT ONE
Filing fee \$5.00

This document must be typewritten.

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT OR BOTH.

08/11/86

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

MINERALS ENGINEERING COMPANY

Second: the address of its REGISTERED OFFICE is 750 Equitable Building
730 Seventeen Street, Denver, CO 80202

Third: The name of its REGISTERED AGENT is Ralph J. Anctil, President

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

750 Equitable Building, 730 - 17th Street

Fifth: The address of its place of business in Colorado is Denver, CO 80202

MINERALS ENGINEERING COMPANY

Note 1:

By

Ralph J. Anctil

Note 2:

IMPORTANT! PLEASE READ CAREFULLY!
If you are a not-for-profit corporation or a
limited partnership, this form must be
submitted. If you are a business (profit) cor-
poration, no submission is required.

In XX president
In _____ registered agent (Note 1)
In _____ general partner

COMMISSION EXPIRES COMPLETE
HS

STATE OF COLORADO

COUNTY OF DENVER

Subscribed and sworn to before me this 31 day of May 19 86.
My commission expires NOVEMBER 1988

William L. Miller
Notary Public for Colorado
7741 So. Grand Ave., Suite 100, Denver, CO 80231

Notes: 1. Exact name of corporation or limited partnership making the statement.

2. Signature and title of officer signing for the corporation, must be president or vice president, for a limited partnership, must be a general partner.

3. Regarding profit corporations: This statement may be executed by the registered agent when a corporation only a registered address change. A copy of this statement has been sent to the corporation by the registered agent.

4. Signature of notary public must be exactly as shown on notated seal, and must agree with actual commission.

COLORADO CORPORATE REPORT

YEAR OF 1986

For Office Use Only.

DP 0114116

SEP 8 1986

PLEASE TYPE OR PRINT CLEARLY ** FILING DEADLINE IS MAY 1ST **

1 Enter Corporate Name, Registered Agent & Registered Office:
1. J. ANCTIL
AGENT FOR - 1898
MINERALS ENGINEERING COMPANY

750 EQUITABLE BLDG.
730 SEVENTEENTH ST.
DENVER, CO 80202

NOTICE TO ADDRESSEE:

****NOTICE OF DELINQUENCY****
AUGUST 14, 1986
YOUR 1986 CORPORATE REPORT AND FEE
ARE DELINQUENT. SEE NOTICE ON INSIDE
FRONT COVER FOR INSTRUCTIONS AND
CONSEQUENCES OF FAILURE TO FILE.

IMPORTANT: PLEASE READ INSTRUCTIONS ON REVERSE SIDE. DO NOT CHANGE OR ALTER PREPRINTED INFORMATION

- 2 State or Country of Incorporation: Colorado **750 Equitable Building**
 3 Principal place of business or office in Colorado, (if none, state NONE): 730 17th Street, Denver, CO 80202
 4 If incorporated outside State of Colorado, give complete address of principal office in state or country of incorporation:

5 Character of business or affairs conducted in Colorado: Mineral exploration

ALL BUSINESS OR PROFIT CORPORATIONS MUST COMPLETE THIS SECTION

Headings (C), (D), and (E) in this section must be completed. Leaving any of these three headings blank will be cause for rejection.

(A) Class	(B) Series	(C) Par Value/Other	(D) Number Authorized	(E) Number Issued
COMMON		\$01	5,000,000	1,820,012

7 NAMES AND ADDRESSES OF OFFICERS:
 Colorado corporations must list at least two; the offices of President and Secretary cannot be held by the same individual.

Name	Address, City, State, Zip Code
President: Ralph J. Anctil	2944 S. Milwaukee Cir., Denver, CO 82604
Vice-President:	
Secretary: Duane A. Dughman	1933 Sage Dr., Golden, CO 80401
Treasurer: Duane A. Dughman	1933 Sage Dr., Golden, CO 80401

8 NAMES AND ADDRESSES OF DIRECTORS:
 (Colorado Profit Corporations must list at least three, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders; Colorado Nonprofit Corporations must list at least one.)

Name	Address, City, State, Zip Code
Director: John S. Wold	1231 W. 30th St., Casper, WY 82604
Director: George F. Wernock	504 Western Skies SE, Albuquerque, NM 87109
Director: Frank C. Naffi	7909 Sartan Way NE, Albuquerque, NM 87109

9 THE FOLLOWING DECLARATION MUST BE SIGNED BY AN AUTHORIZED OFFICER (President, Vice-President, Secretary or Assistant, or Treasurer, or for a FOREIGN corporation without such officers, an authorized agent.)

Under penalties prescribed in Title 7, C.R.S. 1973, I declare that this report has been examined by me and to the best of my knowledge and belief, is true, correct and complete.

DATE 9/05/86

TITLE President

TO DETERMINE FILING FEE SEE INSTRUCTIONS. Send ONE copy of this Report with payment to:
 DEPARTMENT OF STATE, CORPORATE REPORT SECTION, P.O. BOX 5861, DENVER, CO. 80217-5861

33: FORM CR-1 (Rev. 1984)

BJD

RETURN THIS COPY WITH YOUR PAYMENT

RECEIVED
SEP 17 1986
SECRETARY OF STATE
STATE OF COLORADO

ARTICLES OF MERGER
SPC 4116 OF
MINERALS ENGINEERING COMPANY
AND
CoCa MINES INC.
SPC 581786

692220

Pursuant to the provisions of the Colorado Corporation Code, the undersigned domestic corporations adopt the following Articles of Merger:

First: The Plan of Merger is as set forth on Exhibit "A" attached hereto and incorporated herein by reference.


Second: The Plan of Merger was approved by a vote of the Shareholders of Minerals Engineering Company on October 7, 1986 and by CoCa Mines Inc. on September 30, 1986. The number of shareholders of Minerals Engineering Company and of CoCa Mines Inc. voted for the Plan of Merger was sufficient for approval of the Plan of Merger.

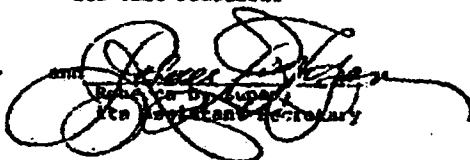
MINERALS ENGINEERING COMPANY

CoCa MINES INC.

By 
Ralph J. Mitchell,
its President

By 
J. Christopher Mitchell,
its Vice President

and 
Duane A. Dugan,
its Secretary

and 
J. Christopher Mitchell,
its Assistant Secretary

COMPUTER UPDATE COMPLETE
HK

EXHIBIT A

PLAN OF MERGER

(a) The names of the corporations, two of which are Colorado corporations proposing to merge are MINERALS ENGINEERING COMPANY and COCA MINES INC. and the name of the corporation into which they propose to merge is MINERALS ENGINEERING COMPANY.

(b) The terms and conditions of the proposed merger are as follows:

(1) The merger shall be effected when the Articles of Merger are filed with the Secretary of State of the State of Colorado.

(2) The board of directors of Minerals Engineering Company after the merger is effected shall consist of the following persons: David C. Belling, Robert G. Boucher, William J. Carey, Roger C. Cohen, Thomas E. Congdon, Leland O. Erdahl, Hugh J. Matheson, James C. O'Rourke and John S. Wold, who shall hold office until their successors have been elected and qualified.

(3) The manner of converting shares of each corporation into shares or other securities of the surviving corporation and the effect of the merger on outstanding stock shall be as follows on the effective date of the merger:

(1) Each of the 1,820,612 shares of common stock of Minerals Engineering Company, par value \$0.01 per share ("Meco Common Stock"), issued and outstanding as reflected on the stock record book of Minerals Engineering Company immediately prior to the time that the merger is effected shall be one duly authorized, validly issued, fully paid and nonassessable share of the Meco Common Stock, after the merger is effected.

(2) Each holder of common stock of CoCa Mines Inc., par value \$0.01 per share ("CoCa Common Stock") shall receive 0.6014637 of a share of Meco Common Stock for each such share of CoCa Common Stock which such shareholder holds immediately prior to the time that the merger is effected and each share of Meco Common Stock, issued in exchange for such CoCa Common Stock shall, when issued, be duly authorized, validly issued, fully paid and nonassessable.

(3) Each holder of an option, a warrant or both to acquire CoCa Common Stock, shall receive from Minerals Engineering Company an option, a warrant or both to acquire 0.6014637 of a share of Meco Common Stock, for each share of CoCa Common Stock, which such holder has a right to acquire pursuant to such option, warrant or both immediately prior to the time that the merger is effected, which options and warrants to acquire Meco Common Stock, shall otherwise have the same terms and conditions as the options and warrants existing therefor except that any option which would, by its terms, have expired as a result of this merger will not be considered to have expired as a result of this merger.

(4) Each holder of Series A Convertible Preferred Stock of CoCa Mines Inc., par value \$20.00 per share ("CoCa Preferred Stock") shall receive one share of Series A Convertible Preferred Stock of Minerals Engineering Company, par value \$20.00 per share ("Meco Preferred Stock"), for each share of CoCa Preferred Stock, which such shareholder holds immediately prior to the effective date of the merger. Each share of Meco Preferred Stock, shall, when so issued, be duly authorized, validly issued, fully paid and nonassessable. The holders of the shares of Meco Preferred Stock, shall have the rights, preferences and restrictions for which the Articles of Incorporation of Minerals Engineering Company attached hereto as Exhibit I provide and no others.

(5) No scrip or fractional share certificates, or options or warrants therefor of Meco Common Stock or Meco Preferred Stock will be issued pursuant to the merger and the number of shares of Meco Common Stock, and Meco Preferred Stock, to which any shareholder is entitled pursuant to the merger shall be rounded to the nearest number of whole shares.

(6) All the existing Articles contained in the Articles of Incorporation of Minerals Engineering Company shall be amended by the merger to read in their entirety as set forth on Exhibit I attached hereto and incorporated into this plan of merger as if set forth fully herein.

(7) Additional Provisions:

Exhibit A-1

(1) This plan of merger shall be terminated, and the merger shall not be consummated, if the plan of merger is not approved by the holders of at least 75% of the Mecca Common Stock entitled to vote thereon, the holders of at least a majority of the shares of CoCa Preferred Stock entitled to vote thereon and the holders of at least a majority of the CoCa Common Stock entitled to vote thereon at respective meetings of the shareholders of Minerals Engineering Company and CoCa Mines Inc. for any adjournments of such meetings. Notwithstanding such approval by such shareholders, this plan of merger may be terminated by either Minerals Engineering Company or CoCa Mines Inc. at any time prior to the effective date of the merger in the event the Merger Agreement dated April 23, 1986, as amended, between Minerals Engineering Company and CoCa Mines Inc. is terminated according to its terms.

(2) Any term or provision of this plan of merger may be waived at any time by the party which it, or whose shareholders are, entitled to the benefit thereof and this plan of merger may be supplemented at any time, whether before or after the respective shareholders' meetings, provided that the exchange ratios set forth in paragraph (c) may not be waived or amended after the final adjournment of the earlier of the Minerals Engineering Company shareholders' meeting or the CoCa Mines Inc. shareholders' meeting.

Exhibit A-2

ARTICLES OF INCORPORATION
OF
MINERALS ENGINEERING COMPANY

FIRST: The name of the corporation is Minerals Engineering Company

SECOND: The corporation shall have perpetual existence.

THIRD: (a) *Purposes.* The nature, objects and purposes of the business to be transacted shall be as follows:

(i) To engage in the acquisition, exploration, ownership, development, operation and disposition of properties containing precious metals and other minerals; and

(ii) To transact all lawful business for which corporations may be incorporated pursuant to the Colorado Corporation Code.

(b) *Powers.* In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: The aggregate number of shares of all classes of stock which the corporation shall have authority to issue is 25,212,810 shares comprised of 25,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock") and 212,810 shares of Series A Convertible Preferred Stock, par value \$20.00 per share (the "Preferred Stock"). Effective upon filing of the Articles of Merger by which CoCa Mines Inc., a Colorado corporation ("CoCa"), is merged into the corporation (the "CoCa Merger"), each share of the stock of the corporation outstanding shall be fully paid and non-assessable. The rights, preferences, restrictions and other matters relating to the Preferred Stock are as follows:

(a) *Dividends.* The holders of the Preferred Stock shall be entitled to dividends at the annual rate of \$1.00 per share, such dividends to accrue on a daily basis from and after January 1, 1984 (less any dividends paid between the time of the last dividend paid on the Series A Convertible Preferred Stock of CoCa on August 1, 1984 and the effective date of the CoCa Merger), prior and in preference to any declaration or payment of any dividend (payable other than in stock of the corporation) on the Common Stock of the corporation. The right to such dividends on shares of the Preferred Stock shall be cumulative to the extent that dividends on such shares are not declared and paid in the foregoing year in any prior period.

(b) *Redemption.*

1. The corporation may at any time at the option of the Board of Directors redeem all or part (selected on a pro rata basis) of the outstanding shares of the Preferred Stock and, on December 31, 1984, the corporation shall redeem all remaining outstanding shares of the Preferred Stock at the redemption price set forth in Subparagraph (b)2 below, provided that written notice of the Preferred Stock to be redeemed be given at least forty-five days prior to the date specified for redemption (the "Redemption Date").

2. Each share of Preferred Stock may be redeemed at a cash price equal to \$20 plus any accrued and unpaid per share dividends on shares of the Preferred Stock (the "Redemption Price"). Notwithstanding anything set forth above, the payment of the Redemption Price can only be made from any funds of the corporation legally available therefor.

3. From and after the Redemption Date (unless default shall be made by the corporation in duly paying the Redemption Price on the Redemption Date), the holders of the shares of the Preferred Stock called for redemption shall cease to have any rights as shareholders of the corporation, except the right to receive, without interest, the Redemption Price thereof upon surrender of certificates representing the shares of the Preferred Stock or to exercise on or before the Redemption Date the right to convert the shares called for

redemption pursuant to Paragraph (a) hereof, and such shares shall not after the Redemption Price be transferred (except with the consent of the corporation) and shall not be deemed outstanding for any purpose whatsoever.

4. There shall be no redemption of any shares of Preferred Stock of the corporation unless such action would be in violation of applicable law.

5. The corporation shall duly pay the Redemption Price by promptly paying the holder of each share of Preferred Stock cash in the amount of the Redemption Price upon receipt of a certificate or certificate for the shares being redeemed, such shares to be endorsed for transfer to the corporation.

(c) Preferences on Liquidation.

1. The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of the stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in applicable law and these Articles of Incorporation.

2. In the event of any liquidation, dissolution or winding up of the corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the corporation available for distribution to its shareholders before any payments shall be made to the corporation's holders of Common Stock an amount equal to \$300 per share plus any accrued and unpaid per share dividends on shares of the Preferred Stock (the "Preferential Amount"). Each share of Preferred Stock shall rank on a parity with each other share of Preferred Stock with respect to the Preferential Amount. In the event the assets of the corporation available for distribution are less than the foregoing Preferential Amount, distribution shall be made pro rata among all shares of Preferred Stock proportionate to the Preferential Amount to which each is entitled and no such amounts shall be paid or set apart for payment on the shares of Preferred Stock unless at the same time amounts in like proportion to the respective Preferential Amount shall be paid or set apart for payment to all other shares of Preferred Stock then outstanding. After the payment or setting apart for payment to the holders of shares of Preferred Stock of the Preferential Amounts so payable to them, the holders of the shares of Common Stock of the corporation shall be entitled to receive, ratably, all remaining assets of the corporation.

3. The merger or consolidation of the corporation into or with another corporation in which this corporation shall not survive, or the sale, transfer or lease (that not including a transfer or lease by pledge or mortgage to a lender) of all or substantially all of the assets of the corporation shall not be deemed to be a liquidation, dissolution or winding up of the corporation as those terms are used in this Paragraph (c).

4. In the event the corporation shall propose to take any action of the type described in Subparagraphs 1 and 2 of this Paragraph (c), the corporation shall, within ten days after the date the Board of Directors approves such action or twenty days prior to any shareholders' meeting called to approve such action, whichever is earlier, give each holder of the Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash and property to be received by the holders of the Preferred Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the corporation shall promptly give written notice to each holder of the Preferred Stock of such material change.

5. The corporation shall not consummate any proposed action of the type described in Subparagraphs 1 and 2 of this Paragraph (c) before the expiration of twenty days after the mailing of the initial notice or ten days after the mailing of any subsequent written notice, whichever is later, provided that any such 70 or 10-day period may be shortened upon the written consent of the holders of a majority of the outstanding shares of the Preferred Stock.

6. In the event the corporation shall propose to take any action of the type described in Subparagraphs 1 and 2 of this Paragraph (c) which will involve the distribution of assets other than cash, the corporation shall promptly engage independent appraisers to determine the value of the assets to be distributed to the holders of the Preferred Stock (it being understood that with respect to the valuation of securities, the corporation shall engage such appraiser as shall be approved by the holders of a majority of the outstanding

shares of the Preferred Stock). The corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of the Preferred Stock of the appraiser's valuation.

(d) Voting.

1. Each holder of record of Common Stock shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote. Except as otherwise provided by law, the holders of the Preferred Stock shall be entitled to vote upon the election of directors or upon any questions affecting the management or affairs of the corporation, on the same basis as if each share of Preferred Stock had been converted into the number of the shares of Common Stock into which it is then convertible. In the election of directors, each shareholder shall have the right to vote his number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be permitted in the election of directors or otherwise.

2. The holders of the Preferred Stock shall have the right to vote separately from the holders of the Common Stock on any sale, lease, exchange or other disposition (but not including a transfer or lease by pledge or mortgage to a lender) of all or substantially all of the property and assets of the corporation not in the usual and regular course of business, or any consolidation, merger, capital reorganization or reclassification of capital stock of the corporation as if it were a separate class under the Colorado Corporation Code.

3. Except as otherwise provided herein or required by law, the holders of shares of Preferred Stock and the holders of shares of Common Stock shall vote together as one class on all matters.

4. At all meetings of shareholders, one-third of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

5. When, with respect to any action to be taken by the shareholders, the Colorado Corporation Code requires the vote or concurrence of the holders of two-thirds of the outstanding shares, or of the shares entitled to vote thereon, or of any class or series of shares, approval shall result from the vote or concurrence of a majority of such shares or class or series. This provision is adopted pursuant to Section 7-4-116 C.R.S., and shall control over any provisions of the Colorado Corporation Code which would otherwise apply.

(e) Conversion Rights.

1. Each share of Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, and on or prior to the close of business on the third business day preceding the Redemption Date, if any (unless default shall be made by the corporation in duly paying the Redemption Price on the Redemption Date), initially into 3.3080614 (fully paid and non-assessable shares of Common Stock of the corporation subject to adjustment as set forth in Subparagraph (e)7 below. The actual number of shares of Common Stock into which each share of Preferred Stock is convertible shall be determined by dividing the conversion price (the "Conversion Price") then in effect as determined by the application of Subparagraph (e)7 below into \$20 and multiplying the quotient so obtained by 3.3080614. Fractional shares of Common Stock will not be issued upon conversion of shares of the Preferred Stock. The number of shares of Common Stock issuable shall be rounded down to the nearest whole share of Common Stock (to which any holders of Preferred Stock are entitled), with any fractional share being disregarded.

2. The holders of any shares of Preferred Stock may exercise the conversion right as to such shares or any part thereof by delivering to the corporation during regular business hours, at the office of any transfer agent of the corporation for the Preferred Stock, or at the principal office of the corporation or at such other place as may be designated by the corporation, the certificate or certificates for the shares to be converted, duly endorsed for transfer to the corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter, the corporation shall issue and deliver to or upon the written order of such holder, at such office or other place designated by the holder, a certificate or certificates for the number of full shares of Common Stock in which such holder is entitled. The holder shall be deemed to have become a record holder of Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares of Preferred Stock represented by a certificate so surrendered for conversion, the corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the corporation, a

Exhibit 1-3

new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered.

3. The corporation shall pay all documentary stamp and other transaction taxes attributable to the issuance or delivery of shares of Common Stock of the corporation upon conversion of any shares of Preferred Stock; provided, however, that the corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a manner other than that of the holder of the shares of Preferred Stock in respect of which such shares are being issued.

4. The corporation shall reserve out of its treasury stock or its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Preferred Stock, sufficient shares to provide for the conversion of all outstanding shares of Preferred Stock.

5. All shares of the Common Stock which may be issued upon conversion of the shares of Preferred Stock will upon issuance by the corporation be validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.

6. Upon conversion of the shares of Preferred Stock into Common Stock, said converted shares of Preferred Stock shall be canceled and not retained thereafter by the corporation.

7. The initial Conversion Price is \$20 per share for the Preferred Stock subject to adjustment from time to time as described in this subparagraph.

In the event the corporation at any date or from time to time after the Preferred Stock has been issued shall declare or pay any dividend on the Common Stock payable in Common Stock, or effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by reclassification or otherwise than by payment of a dividend in Common Stock), then and in any such event, such Conversion Price shall be reduced, concurrently with such issue to a price (calculated to the nearest cent) determined by multiplying such Conversion Price in effect immediately prior to such issue by a fraction, (a) the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue, and (b) the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such issue plus the number of such additional shares of Common Stock so issued; provided that the Conversion Price shall not be so reduced at such time if the amount of such reduction would be an amount less than \$0.05, but any such amount shall be carried forward and reduction with respect thereto made at the time of and together with any subsequent reduction which, together with such amount and any other amount or amounts so carried forward, shall aggregate \$0.05 or more; and provided further that, for the purposes of this Paragraph, all shares of Common Stock issuable upon conversion of outstanding shares of Preferred Stock shall be deemed to be outstanding.

In the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a larger number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

8. In the case of any consolidation or merger of the corporation or the conveyance of all or substantially all of the assets of the corporation to another corporation, each share of Preferred Stock shall thereafter be convertible into the number of shares of stock or other securities or property to which the holder of the number of shares of Common Stock of the corporation deliverable upon conversion of the Preferred Stock would have been entitled upon such consolidation, merger or conveyance; and, in any such case, appropriate adjustments (as determined by the Board of Directors) shall be made in the application of the provisions hereinafter set forth with respect to the rights and interests thereafter of the holders of the Preferred Stock, to the end that the provisions set forth herein (including provisions with respect to changes in and other adjustments of the Conversion Price) shall thereafter be applicable, so nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon the conversion of the Preferred Stock.

9. The corporation shall promptly give written notice of each adjustment or readjustment of the Conversion Price or the number of shares of Common Stock or other securities issuable upon conversion of each share.

Exhibit B-4

(f) *Changes.* So long as any shares of Preferred Stock are outstanding, the corporation shall not, without first obtaining the approval by vote or written consent, in the manner provided by law, of at least a majority of the total number of shares of Preferred Stock outstanding, voting separately as a class, (1) alter or change any of the powers, preferences, privileges or rights of the Preferred Stock; (2) amend the provisions of this Paragraph (f); or (3) authorize, create, amend or increase or issue any capital stock of any class or series of any parity or other stock, other than Common Stock as presently authorized, except by the sale of Preferred Stock sold at a price at least equal to \$20 per share or the Conversion Price of a share of Preferred Stock, as then in effect, whichever is the lesser, with such terms and conditions with respect to the liquidation preferences as essentially contained herein, as well as redemption, dividends and voting rights as contained herein.

(g) *Notices.* Notices to the corporation with respect to the shares shall be addressed to the attention of the Secretary at the principal office of the corporation, or to such other place as the corporation may from time to time direct by written notice to all holders of Preferred Stock. Any notice required by the provisions hereof to be given to the holders of shares of Preferred Stock shall be deemed given if deposited in the United States mail, either by registered or certified mail, postage prepaid and addressed to each holder at the address given to the corporation by the holder, and as may from time to time be changed by written notice to the corporation.

(h) *Preemptive Rights.* No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional authorized or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

FIFTH: The number of directors of the corporation shall not be less than three. Nine directors shall constitute the initial Board of Directors.

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law.

(a) *Contracts with Directors, etc.* No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed to him or her in the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consent of such interested directors; or (ii) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (iii) the contract or transaction is fair and reasonable to the corporation. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(b) *Indemnification.* The corporation shall indemnify all current and former directors, officers, employees and agents of the corporation or of any corporation merged into the corporation with respect to any claim, proceeding or liability in any way related to the corporation or of any corporation merged into the corporation, the business of, or such person's actions taken at the request of, or on behalf of the corporation or any such other corporation. The corporation shall further have the authority to the full extent permitted by law to indemnify its directors, officers, agents and employees against any claim, liability or expense arising or incurred by them in all other circumstances. Notwithstanding any provision of this Paragraph to the contrary, the indemnification provided hereby shall not be in excess of the maximum permitted under the Colorado Corporation Code. The indemnification provided by the corporation shall include, to the maximum extent permitted by the Colorado Corporation Code, the payment or reimbursement of all expenses (including reasonable attorney's fees) incurred or paid by such person in the defense of such claim, proceeding or liability. If a person is or was a director of the corporation or any such other corporation and is subject to an asserted claim, proceeding or liability because such person is or was also an officer, employee or agent of the

Exhibit I-5

corporation or any such other corporation, such person shall be entitled to the same indemnification as if such claims, proceedings or liability were incurred because such person is or was a director of such corporation.

(c) *Negation of Equitable Interests in Shares or Rights.* The corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner thereof for all purposes, including all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in, such shares or rights deriving from such shares, on the part of any other person, including but without limiting the generality hereof, a purchaser, assignee or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person becomes the registered holder of such shares, whether or not the corporation shall have either actual or constructive notice of the interest of such purchaser, assignee, transferee or other person. The purchaser, assignee or transferee of any of the shares of the corporation shall not be entitled: to receive notice of the meetings of the shareholders; to vote at such meetings; to examine a list of the shareholders; to be paid dividends or other sums payable to shareholders; or to own, enjoy and exercise any other property or rights deriving from such shares against the corporation, until such purchaser, assignee or transferee has become the registered holder of such shares.

WITH AMENDMENTS

WITH CHANGE OF NAME AMENDMENT

DOMESTIC

FOREIGN

PROFIT

NONPROFIT

RANDALL

COCA MINES INC. DP0301784
(Colorado Corporation)

INTO

MINERALS ENGINEERING COMPANY DP0114114
(Colorado Corporation)

THE SURVIVOR

158044110
ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
CHANGE OF NAME

FILED IN THE STATE
704508 FEB 3

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Minerals Engineering Company.

SECOND: The following amendment was adopted by the Shareholders of the corporation on December 31, 1986, in the manner prescribed by the Colorado Corporation Code:

The Article FIRST is hereby amended in its entirety to read as follows:

The name of the corporation is CoCa Mines Inc.

THIRD: The Articles of Amendment were adopted by a vote of the Shareholders of Minerals Engineering Company on December 31, 1986. The number of shareholders of Minerals Engineering Company voting for the Articles of Amendment was sufficient for approval of the Articles of Amendment.

MINERALS ENGINEERING COMPANY

By: Hugh J. Matheson
Hugh J. Matheson, President

ATTEST:

J. Christopher Mitchell
J. Christopher Mitchell,
Secretary

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AS

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STATEMENT OF CANCELLATION OF SHARES

STATEMENT OF STATE Pursuant to the provisions of the Colorado Corporate Code, the undersigned corporation hereby files this Statement of Cancellation of Shares in respect of certain shares of its capital stock:

1. The name of the corporation is CoCa Mines Inc.
2. The number of shares cancelled through conversion of such shares into shares of the Corporation's common stock is: 200,000 shares of Series A Convertible Preferred Stock, par value \$20 per share.
3. The number of shares cancelled through redemption by the Corporation is: 15,810 shares of Series A Convertible Preferred Stock, par value \$20 per share.
4. The aggregate number of issued shares of capital stock of the Corporation after giving effect to such cancellation is: 7,831,419 shares of Common Stock, par value \$.01 per share.
5. The amount of stated capital of the Corporation after giving effect to such cancellation is \$78,314.19.
6. The Articles of Incorporation of the Corporation provide that upon conversion of the shares of Series A Convertible Preferred Stock into Common Stock, said converted shares of Series A Convertible Preferred Stock shall be cancelled and not reissued thereafter by the Corporation. The Articles of Incorporation of the Corporation are silent as to whether the shares of Series A Convertible Preferred Stock redeemed shall or shall not be reissued thereafter by the Corporation.
7. The number of shares which the Corporation will have authority to issue, after giving effect to such cancellation is:
 - a. 25,000,000 shares of Common Stock, par value \$.01 per share.


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JAT

b. 15,810 shares of Series A Convertible Preferred Stock, par value \$20 per share.

8. The cancellation of the 15,810 shares of Series A Convertible Preferred Stock of the Corporation through redemption by the Corporation is being effected under C.R.S. 87-6-103.

DATED: December 31, 1986

COCA MINES INC.

BY: 
Robert A. Rivera
Vice President

ATTEST:


J. Christopher Mitchell
Secretary

730714
JUN 15 1987
ARTICLES OF AMENDMENT
JUN 15 1987
THE
ARTICLES OF INCORPORATION

730714

Pursuant to the provisions of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CoCa Mine Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by a vote of the shareholders of the corporation on June 15, 1987 in the manner prescribed by the Colorado Corporation Code:

Article Fourth is hereby deleted in its entirety and the following substituted therefor:

FOURTH:

(a) The aggregate number of shares which the corporation shall have authority to issue is 25,000,000 shares of common stock having a par value of \$0.01 per share.

(b) Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation and entitled to vote, except that in the election of directors, he shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be permitted in the election of directors or otherwise.

(c) At all meetings of shareholders, one-third of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

COMPUTER UPDATE COMPLETED

(d) When, with respect to any action to be taken by the shareholders, the Colorado Corporation Code requires the vote or concurrence of the holders of two-thirds of the outstanding shares, or of the shares entitled to vote thereon, or of any class or series of shares, approval shall result from the vote or concurrence of a majority of such shares or class or series. This provision is adopted pursuant to C.R.S. §7-4-118, 1973, and shall control over any contrary provisions of the Colorado Corporation Code which would otherwise apply.

(e) No shareholder of the corporation shall have any preemptive or other right to subscribe for any additional unissued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(f) The board of directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital, or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in applicable law and these Articles of Incorporation."

THIRD: The number of shares voted for such amendment was sufficient for approval.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: none.

FIFTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: None.

COCA MINES INC.

By Hugh J. Matheson
Hugh J. Matheson, President

By John P. Congdon
John P. Congdon, Secretary

STATE OF COLORADO)
CITY AND COUNTY OF DENVER) ss.

Before me, _____, a Notary Public in and for the City and County of Denver, State of Colorado, personally appeared Hugh J. Matheson and John P. Congdon who acknowledged before me that they are the President and Secretary, respectively, of CoCa Mines Inc., a Colorado corporation and that they signed the foregoing Articles of Amendment as their free and voluntary act and deed for the uses and purposes therein set forth, and that the facts contained therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of June, A.D., 1987.

My commission expires: _____

Notary Public

COLORADO CORPORATE REPORT

YEAR OF 1988

For Office Use Only.

PLEASE TYPE OR PRINT CLEARLY •• PLEASE DEADLINE IS MAY 1ST ••

APR 28 1988

DP 0114116

NM

1 Enter Corporate Name, Registered Agent & Registered Office:

THE CORPORATION COMPANY
AGENT FOR - 1078
COCA MINES INC.

1600 BROADWAY

DENVER, CO.

80202

NOTICE TO ADDRESSEES

881048311

IMPORTANT: PLEASE READ INSTRUCTIONS ON REVERSE SIDE. DO NOT CHANGE OR ALTER INFORMATION. EACH ITEM MUST BE COMPLETED.

2 STATE or FOREIGN COUNTRY of Incorporation: Colorado

3 Principal place of business or office in Colorado, (if none, state NONE): 1776 Lincoln St., Suite 910, Denver, CO 80203
(Street Address, City, Zip Code)

4 If incorporated outside State of Colorado, give complete address of principal office in state or country of incorporation (if none, state NONE):

n/a

5 The Corporation is organized for Any Legal and Lawful Purpose Pursuant to the Colorado Corporation Code. A more specific purpose may be stated: to engage in the acquisition, exploration, ownership, development, operation and disposal of mineral properties

ALL BUSINESS OR PROFIT CORPORATIONS MUST COMPLETE THIS SECTION:

Headings (A), (B) and (C) in this section must be completed. Leaving any of these three headings blank will be cause for rejection.

6 Number of Shares Authorized and Issued: (see date of this report or immediately prior fiscal year)

(A) Class	(B) Par Value	(C) Per Value/Share	(D) Number Authorized	(E) Number Issued
Common	-	\$.01 per share	25,000,000	8,324,612

7 NAMES AND ADDRESSES OF OFFICERS:

Colorado corporations must list at least two different individuals; the offices of President and Secretary may not be held by the same individual.

Name	Address, City, State, Zip Code
President: Hugh J. Matheson	1776 Lincoln St., #910, Denver, CO 80203
Vice-President: Robert A. Rivera	1776 Lincoln St., #910, Denver, CO 80203
Secretary: Mark A. Hellerstein	1776 Lincoln St., #910, Denver, CO 80203
Asst. Secretary: Vicki L. Ferguson	1776 Lincoln St., #910, Denver, CO 80203
Treasurer: Thomas E. Congdon	1776 Lincoln St., #1100, Denver, CO 80203

8 NAMES AND ADDRESSES OF DIRECTORS:

(Colorado Profit Corporations must list at least three, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders; COLORADO NONPROFIT CORPORATIONS MUST LIST AT LEAST ONE)

Name	Address, City, State, Zip Code
Director: Thomas E. Congdon	1776 Lincoln St., #910, Denver, CO 80203
Director: William J. Carey	7322 Blairview, Dr., Dallas, TX 75230
Director: Roger C. Cohen	1670 Broadway, #3500, Denver, CO 80202

9 Colorado law requires the Corporate Report to be signed by ONLY the Corporation's President, a Vice-President, Secretary, (or assistant) or Treasurer. For a FOREIGN corporation without such officers, an authorized agent may sign.

Under penalties prescribed in Title 7, C.R.S. 1873, I declare that this report has been examined by me and to the best of my knowledge and belief, is true, correct and complete.

DATE 4/29/88 Mark A. Hellerstein (Signature) TITLE Vice President/Secretary

TO DETERMINE FILING FEE SEE INSTRUCTIONS Send ONE copy of this Report with payment to:
DEPARTMENT OF STATE CORPORATE REPORT SECTION, P.O. BOX 5001, DENVER, CO. 80217-5001

SR Form - R 1 (Rev. 1987)

RETURN THIS COPY WITH YOUR PAYMENT

COCA 000112

MAIL 111:
**COLORADO SECRETARY OF STATE
 CORPORATIONS OFFICE**
 1560 Broadway, Suite 200
 Denver, Colorado 80202
 (303) 866-2361

for office use only

RECEIVED
Oct 23 2 13 PM '82
DEPARTMENT OF STATE
STATE OF COLORADO
 This document must be filed in the

**STATEMENT OF CHANGE OF REGISTERED OFFICE
 OR REGISTERED AGENT OR BOTH.**

756826

2-12-1986

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organization, under the laws of Colorado

submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is:

CoCo Mines, Inc.

Second: the address of its REGISTERED OFFICE is 1600 Broadway,
Denver, Colorado 80202

Third: The name of its REGISTERED AGENT is THE CORPORATION COMPANY

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 1776 Lincoln St., 910, Denver, CO 80203

CoCo Mines, Inc. (Note 1)

By Mark A. Millerstein (Note 2)
Vice President

IMPORTANT: PLEASE READ CAREFULLY
 If you are a not-for-profit corporation or a
 limited partnership, this form must be
 submitted. If you are a for-profit corporation or
 partnership, no submission is required.

Its authorized agent
 Its registered agent (Note 3)
 Its general partner

STATE OF

COUNTY OF

Subscribed and sworn to before me this day of , 19

My commission expires

Notary Public (Note 4)

Address

- Notes: 1. Exact title of corporation or limited partnership making the statement.
 2. Signature and title of officer signing for the corporation must be provided or, in the case of a partnership, the signature and title of the authorized agent for a limited partnership must be a general partner.
 3. Notarizing profit corporations: This statement may be executed by the registered agent when it is a corporation with a registered address change. A copy of this statement has been furnished to the corporation by the registered agent.
 4. Signature of notary public: must be provided or, if not, the notary must sign and then agree with notarial jurisdiction.

10000 - 1398 - 8/24/87

COMPUTER UPDATE COMPLETE

FILED

ARTICLES OF AMENDMENT

JUN -8 1988

TO THE

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881060544

STATE OF COLORADO
DEPARTMENT OF STATE

ARTICLES OF INCORPORATION

OF

COCA MINES INC.

DP 871114116

Pursuant to Section 7-2-109 of the Colorado Corporation Code of the State of Colorado, the undersigned, CoCa Mines Inc., a Colorado corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is CoCa Mines Inc. *MC/GS*

SECOND: The following amendment to add a new Article SEVENTH to the Corporation's Articles of Incorporation was adopted on May 31, 1988, in the manner prescribed by Section 7-2-107 of the Colorado Corporation Code:

SEVENTH: (a) A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except that this Article SEVENTH shall not eliminate or limit a director's liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 7-5-114 of the Colorado Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. If the Colorado Corporation Law is amended after approval by the shareholders of this Article SEVENTH to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the

COMPUTER UPDATE COMPLETE
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Colorado Corporation Law, as so amended from time to time.

(b) Any repeal or modification of this Article SEVENTH shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(c) The foregoing has been inserted for the management of the business and for the conduct of the affairs of the corporation and in furtherance of and not in limitation or exclusion of the powers conferred by law.

THIRD: Such amendment was duly approved and adopted by a vote of the shareholders of the Corporation in accordance with the provisions of the Colorado Corporation Code. The number of shares voted for the amendment was sufficient for approval thereof.

IN WITNESS WHEREOF, the Corporation has caused this Articles of Amendment of the Corporation to be duly executed by its authorized representatives on this 7 day of June 1988.

COCA MINES INC.


Hugh V. Matheson, President


Mark A. Hellerstein, Secretary

DP871114116

ARTICLES OF AMENDMENT

TO

05-22-90 75-
901056689 \$30.00

ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 7-2-107 of the Colorado Corporation Code, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is CoCa Mines Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by a vote of the shareholders of the corporation on May 15, 1990 in the manner prescribed by the Colorado Corporation Code:

Article FOURTH is hereby deleted in its entirety and the following substituted therefor:

FOURTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is 60,000,000 shares, consisting of 10,000,000 shares of Preferred Stock of the par value of \$10.00 each and 50,000,000 of Common Stock of the par value of \$.01 each.

The designations, powers, preferences and rights and the qualifications, limitations or restrictions of the Preferred Stock and the Common Stock are as follows:

(a) Except as required by law or by any resolution adopted by the Board of Directors fixing the relative powers, preferences and rights and the qualifications, limitations or restrictions of any series of Preferred Stock, the entire voting power of the corporation shall be vested in the holders of Common Stock. Each share of Common

COMPUTER UPDATE COMPLETE
JM

Stock shall be entitled to one vote on all matters to be voted upon by the holders of Common Stock. Cumulative voting for the election of directors is denied.

(b) At all meetings of shareholders, one-third of the shares entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

(c) When, with respect to any action to be taken by the shareholders, the Colorado Corporation Code requires a vote of the concurrence of the holders of two-thirds of the outstanding shares, or of the shares entitled to vote thereon, or of any class or series of shares, approval shall result from the vote or concurrence of a majority of such shares or class or series. This provision is adopted pursuant to C.R.S. §7-4-118 (1986) and shall control over any contrary provisions of the Colorado Corporation Code which would otherwise apply.

(d) The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in applicable law and these Articles of Incorporation.

(e) No holder of any class of stock of the corporation shall have a preemptive right to acquire any additional shares, or securities convertible into such shares or carrying a right to subscribe to or acquire shares, whether now or hereafter authorized, and whether convertible into or exchangeable for any security of the corporation.

(f) Each share of Common Stock shall be entitled to participate equally in all dividends payable with respect to the Common Stock and to share ratably, subject to the rights and preferences of any Preferred Stock, in all assets of the corporation in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation, or upon any distribution of the assets of the corporation.

(g) The Preferred Stock may be issued from time to time in one or more series and for such consideration as the Board of Directors shall

determine. Subject to the limitations set forth herein and any limitations then prescribed by law, authority is hereby expressly granted to the Board of Directors to fix by resolution from time to time the designation of such series and the powers, preferences and rights of the shares of such series, and the qualifications, limitations or restrictions thereof, including without limitation the following:

1. The designation and number of shares comprising such series, which number may from time to time be decreased by the Board of Directors (but not below the number of such shares then outstanding) or may be increased (unless prohibited by action of the Board in the resolutions creating such series);

2. The rate, amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, including without limitation, whether such dividends are cumulative or noncumulative and whether the shares of such series participate or do not participate in additional dividends after the payment of preferential dividends with respect to such shares;

3. Any rights and preferences of the holders of shares of such series upon the liquidation, dissolution or winding-up of the affairs of, or upon any distribution of the assets of, the corporation, and whether such amounts vary depending upon whether such liquidation, dissolution or winding-up is voluntary or involuntary;

4. The full or limited voting rights, if any, of the shares of any such series, in addition to voting rights provided by law; and whether, under what conditions and with respect to what subject matters, the shares of such series shall be entitled to vote separately as a class;

5. Any times, terms and conditions upon which the shares of such series may be subject to redemption and the amount, terms, conditions and manner of operation of any

purchase, retirement or sinking fund to be provided with respect to the redemption of such shares;

6. Any rights to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, including without limitation, the prices, rates, conversion or exchange and any other terms or conditions applicable to such conversion or exchange;

7. Any limitations upon the payment of dividends or the making of distributions on or the acquisition or redemption of Common Stock or any other class of shares subordinate to the shares of such series with respect to the payment of dividends;

8. Any conditions or restrictions upon the issue of any additional shares on a parity with or superior to the shares of such series; and

9. Any other relative powers, preferences or rights and any other qualifications, limitations or restrictions with respect to the shares of such series as the Board of Directors may deem advisable and as shall not be inconsistent with the provisions hereof.

Except as specified by the Board of Directors, all shares of Preferred Stock shall be identical to and of equal rank with all shares of any other series of Preferred Stock, except as to the terms from which cumulative dividends, if any, shall accumulate.

THIRD: The number of shares voted for such amendment was sufficient for approval.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows: None.

FIFTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital is changed by such amendment, are as follows:
None.

COCA MINES INC.

By: 
Hugh D. Matheson, President

By: 
Marjorie E. Cross,
Assistant Secretary

COLORADO CORPORATE REPORT

YEAR OF 1986

PLEASE TYPE OR PRINT CLEARLY **FILING DEADLINE IS MAY 1ST**

OF 0114114 SEP 8 1986

For Office Use Only.

1 Enter Corporate Name, Registered Agent & Registered Office:
ALPH J. ANCIIL
AGENT FOR - 1008
MINERALS ENGINEERING COMPANY
750 EQUITABLE BLDG.
750 SEVENTEENTH ST.
DENVER, CO 80202

NOTICE TO ADDRESSEE:
NOTICE OF DELINQUENCY
AUGUST 14, 1986
YOUR 1986 CORPORATE REPORT AND FEE
ARE DELINQUENT. SEE NOTICE ON INSIDE
FRONT COVER FOR INSTRUCTIONS AND
CONSEQUENCES OF FAILURE TO FILE.

IMPORTANT: PLEASE READ INSTRUCTIONS ON REVERSE SIDE. DO NOT CHANGE OR ALTER PREPRINTED INFORMATION

- 2 State or Country of Incorporation: Colorado
- 3 Principal place of business or office in Colorado, (if none, state NONE): 750 Equitable Building
750 17th St., Denver, CO 80202
- 4 If incorporated outside State of Colorado, give complete address of principal office in state or country of incorporation:
- 5 Character of business or office conducted in Colorado: Mineral exploration

ALL BUSINESS OR PROFIT CORPORATIONS MUST COMPLETE THIS SECTION

Headings (A), (B), and (C) in this section must be completed. Leaving any of these three headings blank will be cause for rejection.

6 Number of Shares Authorized and Issued: (see date of this report or immediately prior fiscal year)

(A) Class	(B) Series	(C) Par Value/Other	(D) Number Authorized	(E) Number Issued
COMMON		\$.01	5,000,000	1,820,012

- 7 NAMES AND ADDRESSES OF OFFICERS:
 Colorado corporations must list at least two; the offices of President and Secretary cannot be held by the same individual.
- President: **Ralph J. Ancil** 2944 S. Milwaukee Cir., Denver, CO 82604
- Vice-President:
- Secretary: **Duane A. Dughman** 1933 Sage Dr., Golden, CO 80401
- Treasurer: **Duane A. Dughman** 1933 Sage Dr., Golden, CO 80401
- 8 NAMES AND ADDRESSES OF DIRECTORS:
 (Colorado Profit Corporations must list at least three, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three shareholders; Colorado Nonprofit Corporations must list at least one.)
- Director: **John S. Weld** 1231 W. 30th St., Casper, WY 82604
- Director: **George F. Harnock** 504 Western Skies SE, Albuquerque, NM 87109
- Director: **Frank C. Helff** 7909 Sartan May NE, Albuquerque, NM 87109

9 THE FOLLOWING DECLARATION MUST BE SIGNED BY AN AUTHORIZED OFFICER (President, Vice-President, Secretary or Treasurer, or for a FOREIGN corporation without such officers, an authorized agent.)

(Under penalties prescribed in Title 7, C.R.S. 187-1, I declare that this report has been examined by me and to the best of my knowledge and belief, is true, correct and complete.)

DATE 9/05/86 Ralph J. Ancil TITLE President

TO DETERMINE FILING FEE SEE INSTRUCTIONS. Send ONE copy of this Report with payment to:
 DEPARTMENT OF STATE, CORPORATE REPORT SECTION, P.O. BOX 8861, DENVER, CO. 80217-8861

COMPUTER UPDATE COMPLETED

SS: FORM 001 (Rev. 11/85)

BUD

RETURN THIS COPY WITH YOUR PAYMENT

NEB

COCA 000120

**CORP OCR
COLORADO CORPORATE REPORT**



007

THIS FORM MUST BE TYPED

1776 Lincoln St., Suite 910		STATE	CO	ZIP CODE
Denver,		CO	80203	
NAME AND ADDRESS OF REGISTERED OFFICE				
DO NOT CHANGE INFORMATION PRINTED IN THIS AREA				
SUSPEND DATE 09/30/90		Mineral Exploration		
REPORT YEAR 1991 STATE/COUNTRY OF INC CO		FOR OFFICE USE ONLY		
DP 871114116		9/1006241		
COCA MINES INC.		113191		
THE CORPORATION COMPANY				
1600 BROADWAY				
DENVER, CO 80202				

STOCK NON PROFIT CORPORATIONS DO NOT COMPLETE STOCK INFORMATION

STOCK CLASS	NUMBER OF SHARES	PRICE PER SHARE	ISSUED SHARES
Common	25,000,000	.61 per share	12,658,489

OFFICERS- List any additional officers on a separate 8 1/2 x 11 sheet of paper

PRESIDENT	Last Name	First Name	State	ZIP CODE
	Matheson	Hugh	CO	80203
STREET	1776 Lincoln St., #910		Denver	80203
VICEPRESIDENT	Last Name	First Name	State	ZIP CODE
	Hellerstein	Mark	CO	80203
STREET	1776 Lincoln St., #910		Denver	80203
SECRETARY	Last Name	First Name	State	ZIP CODE
	Cross	Marjorie	CO	80203
STREET	1776 Lincoln St., #910		Denver	80203
TREASURER	Last Name	First Name	State	ZIP CODE
	Compton	Thomas	CO	80203
STREET	1776 Lincoln St., #1100		Denver	80203

DIRECTORS- List any additional directors on a separate 8 1/2 x 11 sheet of paper

NAME	See attached list	STATE	ZIP CODE
STREET			
STREET			
STREET			
STREET			
STREET			
STREET			
STREET			
STREET			
STREET			

Caution: This Corporate Report is to be signed by ONLY the Corporation's President, a Vice President, Secretary (for stockholder or Treasurer. For FOLIOES) or another officer, all as indicated and may sign.

Under penalty provided in Title 7, C.R.S. I declare that the information has been furnished by me and to the best of my knowledge and belief is true, correct and complete.

1-20-91 *[Signature]* President, Vice President, Secretary (for stockholder or Treasurer) *[Signature]* Secretary

PLEASE READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING

COCA MINES INC.
BOARD OF DIRECTORS
September 1990

911006241

Thomas E. Congdon
1100 One Jarver Building
1776 Lincoln Street
Denver, CO 80203

Hugh J. Matheson
910 Denver Center Building
1776 Lincoln Street
Denver, CO 80203

William J. Cerey
7323 Blairview Drive
Dallas, TX 75230

Hans L. Carstensen III
GNA
Two Union Square
801 Union Street, Suite 5600
Seattle, WA 98101-2338

Roger C. Cohen, Esq.
COHEN BRAME & SMITH, P.C.
1800 One United Bank Center
1700 Lincoln Street
Denver, CO 80203

Leland O. Erdahl
STOLAR, INC.
9056 Marshall Ct., Unit 503
Westminster, CO 80030

John W. Ivary
PRIME CAPITAL CORP.
11th Floor - Box 10
228 W. Hastings
Vancouver, British Columbia
Canada V6C 2Y4

James C. O'Rourke
PRINCETON MORGAN GROUP
Suite 2000, Guinness Tower
1055 W. Hastings
Vancouver, British Columbia
Canada V6E 3V3

Vernon F. Taylor III
CHEMEX PHARMACEUTICALS
7400 E. Orchard Rd., Suite 190
Englewood, CO 80111

Anthony M. Warrender
WARRENDER & ASSOCIATES, INC.
P.O. Box 1431
Middletown, VA 22117

SEP 20 1990

ARTICLES OF MERGER
of
CM ACQUISITION COMPANY *DP 911008811*
(a Colorado corporation)

and
COCA MINES INC. *DP 911048964* 06-26-91 11:50
(a Colorado corporation) 911048964 \$50.00

DP 91114116
Pursuant to the provisions of Article 7 of the Colorado Corporation Code, the undersigned corporations hereby adopt the following Articles of Merger and have caused the President and Secretary of their respective corporations to execute these Articles of Merger for the purpose of filing with the Secretary of State of Colorado.

Article I

The "Agreement and Plan of Merger" attached hereto as Exhibit A and incorporated herein by reference, providing for the merger of CM Acquisition Company, a Colorado corporation ("CM"), with and into CoCa Mines Inc., a Colorado corporation ("CoCa"), has been approved and adopted by the directors and shareholders of CM and CoCa in the manner provided by the laws of the State of Colorado.

Article II

The Agreement and Plan of Merger was approved by Hecla Mining Company, a Delaware corporation, as the sole shareholder of CM, on February 13, 1991, the number of shares in favor of the Agreement and Plan of Merger being sufficient for the approval thereof.

The Agreement and Plan of Merger was approved by the shareholders of CoCa at a meeting held on June 26, 1991. At such meeting a quorum was present and the number of shares voted for the Agreement and Plan of Merger was sufficient for the approval thereof.

Article III

Pursuant to the Agreement and Plan of Merger, CoCa survives the merger as a Colorado corporation.

Article IV

The merger is to be effective at and as of 4:30 p.m. Mountain Time on the date upon which these Articles of Merger are filed with the Secretary of State of Colorado.

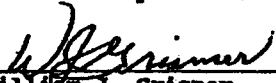
COMPUTER UPDATE COMPLETE
MRA

Dated this 26th day of June, 1991.

Attest:

CM Acquisition Company,
a Colorado corporation


Michael B. White
Secretary

By: 
William J. Grismer
Vice President

Attest:

CoCa Mines Inc., a
a Colorado corporation


Mark A. Hellerstein ~~MARJORIE~~
Asst Secretary E CROSS

By: 
Hugh J. Matheson
President

coch/hecla/02853.006/91docs/cert.merg

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated as of February 13, 1991 by and among Hecla Mining Company, a Delaware corporation ("Parent"), CM Acquisition Company, a Colorado corporation and a wholly owned subsidiary of Parent ("Sub"), and CoCa Mines Inc., a Colorado corporation (the "Company").

WITNESSETH

WHEREAS, Parent is a corporation duly organized and existing under the laws of the State of Delaware and, as of February 8, 1991, the authorized capital stock of Parent consists of (i) 50,000,000 shares of common stock, \$.25 par value per share (the "Parent Common Stock"), of which 27,071,041 shares were issued and outstanding and 60,174 shares were held in treasury; (ii) 5,000,000 shares of Parent preferred stock, \$.25 par value per share, none of which issued and outstanding; (iii) \$201,250,000 face amount at maturity of outstanding Liquid Yield Option Notes Due 2004; and (iv) 27,071,041 outstanding Preferred Share Purchase Rights (the "Rights") issued pursuant to the terms of a Rights Agreement dated as of May 6, 1988 (the "Rights Agreement") by and between Parent and Manufacturers Hanover Trust Company, a national banking association, as Rights Agent;

WHEREAS, Sub is a corporation duly organized and existing under the laws of the State of Colorado and, as of the date hereof, the authorized capital stock of Sub consists of 15,000,000 shares of Common Stock, \$.01 par value (the "Sub Common Stock"), of which 15,000,000 shares are as of the date hereof issued and outstanding and owned, beneficially and of record, by Parent;

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Colorado and, as of the date hereof, the authorized capital stock of the Company consists of (i) 50,000,000 shares of common stock of the Company, \$.01 par value per share (the "Company Common Stock"), of which 12,620,324 Shares were issued and outstanding and 36,165 shares were held in treasury as of February 8, 1991, (ii) 10,000,000 shares of Company preferred stock, \$10 per share, none of which issued and outstanding, (iii) warrants to acquire 53,250 shares of Company Common Stock at an exercise price of \$3.00 per share issued to a former partner of Sunbeam Mining Limited, (iv) warrants to acquire 1,903,000 shares of Company Common Stock at an exercise price of \$4.30 per share issued to former shareholders of Geodome Resources Limited ("Geodome"), (v) an obligation to issue on July 31, 1991 75,000 shares of Company Common Stock to a former employee of Geodome and (vi) 139,532 shares of Company Common Stock issuable to the Company's Employee Stock Ownership Trust (the "Company ESOP") (the warrants referred to in clauses 2.2(b)(iii) and (iv) above are referred to herein as the "Company Warrants").

WHEREAS, the Company, Parent and Sub have entered into an Acquisition Agreement dated the date hereof (the "Agreement"), which sets forth certain representations, warranties and agreements in connection with the transactions therein and herein contemplated and which contemplates the merger of Sub with and into the Company (the "Merger") in accordance with this Agreement of Merger; and

WHEREAS, the Board of Directors of each of the Company, Parent and Sub deems the Merger advisable and in the best interests of each such corporation and its respective stockholders or shareholders; the Board of Directors of each of the Company, Parent and Sub, and Parent as the sole holder of voting stock of Sub, have approved the Agreement and this Agreement of Merger; and the Board of Directors of the Company has directed that this Agreement of Merger and the Agreement be submitted to the Company's shareholders for adoption and approval.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

ARTICLE I

1.01. *Merger of Sub with and into the Company.* Upon the terms and subject to the conditions set forth herein and in the Agreement, Sub will be merged with and into the Company upon the filing of the Articles of Merger in accordance with Section 7-7-105 of the Colorado Corporation Code (the "CCC") by the Secretary of State of the State of Colorado (the time of such filing is referred to herein as the "Effective Time," and the "Effective Date" of the Merger shall be the date on which the Effective Time shall occur); *provided, however,* that the Company shall be merged with and into Sub if necessary to preserve the tax-free nature of the Merger and the corresponding changes shall be deemed to have been made in the Agreement to reflect such structure. The separate corporate existence of Sub shall thereupon cease and the Company shall be the surviving corporation and the separate corporate existence of the Company shall continue unaffected and unimpaired by the Merger. The Company is herein sometimes referred to as the "Surviving Corporation" and the Company and Sub are herein sometimes referred to collectively as the "Constituent Corporations."

1.02. *Effect of the Merger.* The Merger shall have the effects set forth in CCC Section 7-7-105.

1.03. *Additional Actions.* If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of Sub acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement of Merger, Sub and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of Sub or otherwise to take any and all such action.

ARTICLE II

2.01. *Articles of Incorporation.* From and after the Effective Time and until further amended in accordance with the CCC, the Articles of Incorporation of Sub shall be the Articles of Incorporation of the Surviving Corporation except that the name of the Surviving Corporation shall be CoCa Mines Inc.

2.02. *By-laws.* The By-laws of Sub, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until duly amended in accordance with such By-laws and applicable law.

2.03. *Officers and Directors.* The directors of Sub immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, and the officers of the Company immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, in each case until their respective successors are duly appointed or elected or qualified.

ARTICLE III

3.01. *Conversion of Stock.* At the Effective Time:

(a) Each share of Sub Common Stock that is issued and outstanding immediately prior to the Effective Time shall be converted without any action on the part of the holder thereof into one share of Common Stock, \$0.01 par value, of the Surviving Corporation.

(b) All shares of Company Common Stock which are owned by Parent, Sub or any other directly or indirectly wholly owned subsidiary of Parent or held in the treasury of the Company or by any

directly or indirectly wholly owned subsidiary of the Company immediately prior to the Effective Time shall be cancelled, without the payment of any consideration therefor.

(c) Each other share of Company Common Stock (other than those shares for which appraisal rights are perfected in accordance with the CCC) which is outstanding immediately prior to the Effective Time shall be converted without any action on the part of the holder thereof into and be exchangeable for the number of shares of Parent Common Stock (rounded to the nearest thousandth of a share), including the Rights associated therewith, determined by multiplying each such share by the Exchange Ratio (the "Exchange Ratio"), which Exchange Ratio shall be determined by dividing 3,422,389 shares of Parent Common Stock (the "Base Shares") by the number of shares of Company Common Stock outstanding immediately prior to the Effective Time. The Exchange Ratio shall be adjusted by increasing or decreasing the number of Base Shares by the Adjustment Amount, which shall be determined in accordance with the following formula:

$$\frac{[A - B]}{[B]} \times .7 \times C = \text{Adjustment Amount}$$

If A exceeds B and thus the Adjustment Amount is a positive number, such Amount shall be added to the number of Base Shares to derive the Exchange Ratio; if B exceeds A and thus the Adjustment Amount is a negative number, the number of Base Shares shall be reduced by such Amount in order to derive the Exchange Ratio, *provided, however*, irrespective of the results of such calculation, the adjustment (whether an increase or decrease) to the Base Shares shall in no event exceed 176,119 shares of Parent Common Stock.

Where: A = Net Present Value for Grouse Creek, as conclusively determined pursuant to Section 3.14 of the Agreement in the Kilborn Study or by the Third Party Arbitrator, as applicable

B = \$23,100,000

C = 3,422,389

The Net Present Value for Grouse Creek shall be determined pursuant to the Kilborn Study or by the Third Party Arbitrator, as the case may be, pursuant to the terms and subject to the conditions set forth in the Agreement.

3.02. Exchange of and Payment for Company Common Stock.

(a) Parent will use its reasonable best efforts to cause the exchange agent selected by Parent (the "Exchange Agent") to send to each holder of shares of Company Common Stock which shall have been converted into shares of Parent Common Stock in the Merger an appropriate letter of transmittal for purposes of surrendering such holder's certificates for such shares for exchange pursuant hereto.

(b) As soon as practicable after the Effective Time and after surrender to the Exchange Agent of any certificate which prior to the Effective Time shall have represented any shares of Company Common Stock, subject to the provisions of paragraph (d) of this Section 3.02, Parent shall cause to be distributed to the person in whose name such certificate shall have been registered certificates registered in the name of such person representing the shares of Parent Common Stock into which any shares previously represented by the surrendered certificate shall have been converted at the Effective Time and a check payable to such person representing the payment of cash in lieu of fractional shares determined in accordance with paragraph (g) of this Section 3.02. Until surrendered as contemplated by the preceding sentence, each certificate which immediately prior to the Effective Time shall have represented any shares of Company Common Stock shall be deemed at and after the Effective Time to represent only the right to receive upon such surrender the certificates and payment contemplated by the preceding sentence.

(c) No dividends or other distributions declared after the Effective Time with respect to shares of Parent Common Stock and payable to the holders of record thereof after the Effective Time shall be

paid to the holder of any unsurrendered certificates representing shares of Company Common Stock with respect to which the shares of Parent Common Stock shall have been issued in the Merger until such certificates shall be surrendered as provided herein, but (i) upon such surrender there shall be paid to the person in whose name the certificates representing such shares of Parent Common Stock shall be issued the amount of dividends theretofore paid with respect to such shares of Parent Common Stock as of any date subsequent to the Effective Time and the amount of any cash payable to such person in lieu of fractional shares pursuant to paragraph (g) of this Section 3.03 and (ii) at the appropriate payment date or as soon as practicable thereafter, there shall be paid to such person the amount of dividends with a record date after the Effective Time but prior to surrender and a payment date subsequent to surrender payable with respect to such shares of Parent Common Stock, subject in any case to any applicable escheat laws and unclaimed property laws. No interest shall be payable with respect to the payment of such dividends or cash in lieu of fractional shares on surrender of outstanding certificates.

(d) If any cash or certificate representing shares of Parent Common Stock is to be paid to or issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of the payment or issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer and that the person requesting such exchange shall pay to the Exchange Agent any transfer or other taxes required by reason of the issuance of a certificate representing shares of Parent Common Stock in any name other than that of the registered holder of the certificate surrendered, or otherwise required, or shall establish to the satisfaction of the Exchange Agent that such tax has been paid or is not payable.

(e) Subject to the Surviving Corporation's obligation to pay previously declared dividends which remain unpaid, all rights to receive cash, if any, and shares of Parent Common Stock into which shares of Company Common Stock shall have been converted pursuant to this Article III shall be deemed to have been paid or issued, as the case may be, in full satisfaction of all rights pertaining to such shares of Company Common Stock.

(f) After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Surviving Corporation of the shares of Company Common Stock which were outstanding immediately prior to the Effective Time. If, after the Effective Time, certificates representing such shares are presented to the Surviving Corporation, they shall be cancelled and exchanged for cash or certificates representing the shares of Parent Common Stock into which they were converted, or both, as provided in this Article III.

(g) Notwithstanding any other provision of this Agreement of Merger, no certificates or scrip representing fractional shares of Parent Common Stock shall be issued upon the surrender for exchange of certificates which prior to the Effective Time shall have represented any shares of Company Common Stock, no dividend or distribution of Parent shall relate to any fractional share and such fractional share interests will not entitle the owner thereof to vote or to any rights of a shareholder of Parent. In lieu of any fractional shares, there shall be paid to each holder of shares of Company Common Stock who otherwise would be entitled to receive a fractional share of Parent Common Stock an amount of cash (without interest) determined by multiplying such fraction by the closing price of a share of Parent Common Stock on the New York Stock Exchange Composite Tape on the last full trading day prior to the Effective Time.

(h) Any shareholder of the Company shall have the right to dissent and obtain payment for his shares of Company Common Stock if such shareholder complies with the provisions set forth in CCC Sections 7-4-123 and 7-4-124.

3.03. *Adjustments.* If, between the date of this Agreement and the Effective Time, the outstanding shares of Parent Common Stock or Company Common Stock shall have been changed into a different number of shares or a different class by reason of any reclassification, recapitalization, split-up, combination, exchange of shares or readjustment, or a stock dividend thereon shall be declared with a record date within said period, then, in addition to any rights which Parent may have pursuant to the

Agreement, the number of shares of Parent Common Stock into which shares of Company Common Stock are to be converted shall be correspondingly adjusted.

ARTICLE IV

4.01. *Counterparts.* This Agreement of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.02. *Amendment.* This Agreement of Merger may be amended, modified or supplemented by a written agreement of Parent, Sub and the Company, executed by their respective authorized officers, at any time prior to or following adoption and approval thereof by the shareholders of the Company to the full extent permitted by the CCC and the Agreement.

4.03. *Termination.* This Agreement of Merger shall terminate upon the termination of the Agreement.

IN WITNESS WHEREOF, Parent and each of the Constituent Corporations have caused this Agreement of Merger to be executed on their behalf by their officers hereunto duly authorized, all as of the date first above written.

HECLA MINING COMPANY

By /s/ Arthur Brown
Arthur Brown
President and Chief
Executive Officer

CM ACQUISITION COMPANY

By /s/ Arthur Brown
Arthur Brown
President and Chief
Executive Officer

CoCa MINES INC.

By /s/ Hugh J. Matheson
Hugh J. Matheson
President and Chief
Executive Officer

CoCa Mines Inc.
910 Denver Center Building
1776 Lincoln Street
Denver, Colorado 80203

April 3, 1991

Hecla Mining Company
CM Acquisition Company
6500 Mineral Drive
Box C-6000
Coeur d'Alene, Idaho 83814-1931

Attention: Mr. Arthur Brown,
Chairman, President and
Chief Executive Officer

Gentlemen:

This letter amends (i) the February 13, 1991 Acquisition Agreement, as previously amended on March 11, 1991 and March 29, 1991 (the "Acquisition Agreement") among Hecla Mining Company ("Parent"), CM Acquisition Company ("Sub") and CoCa Mines Inc. (the "Company") and (ii) the February 13, 1991 Agreement and Plan of Merger among Parent, Sub and Company (the "Agreement and Plan of Merger") in the following respects:

1. The first sentence of Section 3.01(c) of the Agreement and Plan of Merger shall be amended to read as follows:

(c) Each other share of Company Common Stock (other than those shares for which appraisal rights are perfected in accordance with the CCC) which is outstanding immediately prior to the Effective Time shall be converted without any action on the part of the holder thereof into and be exchangeable for the number of shares of Parent Common Stock (rounded to the nearest thousandth of a share), including the Rights associated therewith, determined by multiplying each such share by the Exchange Ratio (the "Exchange Ratio"), which Exchange Ratio shall be determined by dividing 3,063,957 shares of Parent Common Stock by the number of shares of Company Common Stock outstanding immediately prior to the Effective Time.

The remainder of Section 3.01(c) of the Agreement and Plan of Merger shall be deleted.

2. Parent and Sub hereby waive the conditions contained in Section 4.1(j) of the Acquisition Agreement.

3. Notwithstanding the provisions of Section 2.2(1) of the Acquisition Agreement, Parent and Sub acknowledge and approve the delivery of revised opinions rendered to the Company in connection with the approval of the Company's Board of Directors of this Amendment.

This letter may be executed in counterparts by telecopy, each of which shall be deemed to constitute an original.

In all other respects, the Acquisition Agreement and Agreement and Plan of Merger shall remain unamended and in full force and effect.

Very truly yours,

COCA MINES INC.

By: /s/ Hugh J. Matheson
Hugh J. Matheson,
President and
Chief Executive Officer

Agreed to this 3rd day
of April, 1991.

HECLA MINING COMPANY

By: /s/ William J. Grismer
William J. Grismer,
Senior Vice President and
Secretary

CM ACQUISITION COMPANY

By: /s/ William J. Grismer
William J. Grismer,
Vice President

cc: Edward D. Herlihy, Esq.
Wachtell, Lipton, Rosen & Katz
299 Park Avenue
New York, New York 10171

Roger C. Cohen, Esq.
Cohen Brame & Smith Professional
Corporation
1700 Lincoln Street, Suite 1800
Denver, Colorado 80203

MERGER XX

CONSOLIDATION

911048964

CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER

DOMESTIC XX

FOREIGN

PROFIT

NONPROFIT

CM ACQUISITION COMPANY (DP911008811)
COLORADO CORPORATION

into

COCA MINES INC. (DP871114116)
COLORADO CORPORATION
the survivor

Colorado Corporate Report
THIS FORM MUST BE TYPED

CORP OCR

MAR 25 1992

007

Address of Principal Place of Business in State or Country of Incorporation _____

☐ If no changes since last report, check here, sign and return.

Street: None

City: _____

State: _____

Zip: _____

DO NOT CHANGE INFORMATION PRINTED IN THIS AREA

871114116

MAILING DATE 02/01/92
DLNG AFTER 04/30/92
FEE \$25.00

REPORT YEAR 1992 STATE/COUNTRY OF INC CO
COCA MINES INC.

THE CORPORATION COMPANY
1600 BROADWAY

DENVER

CO 80202

FOR OFFICE USE ONLY

RA:

03-25-92 12:05
921031243 \$30.00

Type of Business Affairs Conducted in Colorado

Non Profit Corporations and Limited Liability Companies Do Not Complete Stock Information

Stock Class	Authorized Shares	Par Value	Issued Shares
Common	15,000,000	\$0.01	15,000,000

OFFICERS - List any additional officers or officers that have different titles than those listed below on a separate 8 1/2 x 11 sheet of paper.

PRESIDENT
Last Name: Noyes First & Middle Name: Ralph R.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

VICE-PRES
Last Name: Johnson First & Middle Name: George R.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

SECRETARY
Last Name: White First & Middle Name: Michael B.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

TREASURER
Last Name: Stilwell First & Middle Name: John P.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

DIRECTORS AND LIMITED LIABILITY COMPANY MANAGERS

List any additional directors or managers on a separate 8 1/2 x 11 sheet of paper (complete even if names and addresses are the same as officers).

Last Name: Noyes First & Middle Name: Ralph R.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

Last Name: White First & Middle Name: Michael B.
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

Last Name: Zinn First & Middle Name: W. Glen
Street: 6500 Mineral Drive City: Coeur d'Alene State: ID Zip: 83814

Colorado law requires the Corporate Report to be signed by ONLY the Corporation's President, a Vice-President, Secretary (or assistant) or Treasurer. For a FOREIGN corporation without such officers, an authorized agent may sign.

Under penalties prescribed in Title 7, C.R.S. I declare that this report has been prepared by me and to the best of my knowledge and belief, is true, correct and complete.

Date: 3/9/92

President, Vice-President, Secretary (or Assistant) or Treasurer (Manager)

Treasurer

PLEASE READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING

SS: FORM DFI
(Rev. 7/81)

Mail to: Secretary of State
Corporations Office
1560 Broadway, Suite 200
Denver, Colorado 80202
(303) 894-2200

for office use only

SUBMIT ONE
Filing fee: \$10.00
This document must be typewritten.

STATEMENT OF CHANGE OF
REGISTERED OFFICE OR
REGISTERED AGENT, OR BOTH

DP 87114116

731091763 \$1.00
SOS 02-01-93 08:30

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act, the Colorado Uniform Limited Partnership Act of 1981 and the Limited Liability Company Act, the undersigned organized under the laws of COLORADO submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation, limited partnership or limited liability company is:

CoCa Mines Inc.

Second: The address of its REGISTERED OFFICE is 1675 Broadway,
Denver, Colorado 80202

Third: The name of its REGISTERED AGENT is THE CORPORATION COMPANY

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is _____

The Corporation Company (Note 1)

By [Signature] (Note 2)
Vice President

Its _____ president
Its _____ authorized agent
Its X registered agent (Note 3)
Its _____ general partner
Its _____ manager

- Notes: 1. Exact name of corporation, limited partnership or limited liability company making the statement.
2. Signature and title of officer signing for the corporation must be president or vice president; for a foreign corporation without such officers, the authorized agent; for a limited partnership, must be a general partner; for a limited liability company, must be a manager.
3. Regarding corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.

COMPUTER UPDATE COMPLETE
BJS

(COLO. - 1398 - 8/9/83)

COCA 000134

☐ **25.00**
FEE \$
ON OR BEFORE **04/30/96**
DATE DUE
1996
REPORT YEAR

STATE OF COLORADO
BIENNIAL REPORT OF
A CORPORATION OR LIMITED LIABILITY COMPANY

SECRETARY OF STATE
FILE #

007

APR 02 1996

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

D 25.00

02/01/96

MAILING DATE

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION

2511111111 OF STATE/COUNTRY OF INC CO THE CORPORATION COMPANY COCA MINES INC. 1675 BROADWAY DENVER CO 80202	FOR OFFICE USE ONLY PAID 04-03-96 \$ 225.00 SECRETARY OF STATE 04-03-96 07:28 PJH
---	--

Return completed reports to:
Department of State
Corporate Report Section
1580 Broadway, Suite 200
Denver, CO 80202

FIRST REPORT OR CORRECTIONS IN THIS COLUMN

TYPE NEW AGENT NAME

SIGNATURE OF NEW REGISTERED AGENT

MUST HAVE A STREET ADDRESS

CITY

STATE

CO

ZIP

NOYES, RALPH R 6500 MINERAL DR COEUR D'ALENE ID 83814	George R. Johnson 6500 Mineral Drive Coeur d'Alene, ID 83814-8788
JOHNSON, GEORGE R 6500 MINERAL DR COEUR D'ALENE ID 83814	Michael B. White 6500 Mineral Drive Coeur d'Alene, ID 83814-8788
WHITE, MICHAEL B 6500 MINERAL DR COEUR D'ALENE ID 83814	Nathaniel K. Adams 6500 Mineral Drive Coeur d'Alene, ID 83814-8788

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS NOYES, RALPH R 6500 MINERAL DR COEUR D'ALENE ID 83814	(If you have less than 3 shareholders, you may list less than 3 directors) George R. Johnson 6500 Mineral Drive Coeur d'Alene, ID 83814-8788
WHITE, MICHAEL B 6500 MINERAL DR COEUR D'ALENE ID 83814	
LYNN, W CLAREN 6500 MINERAL DR COEUR D'ALENE ID 83814	John P. Stilwell 6500 Mineral Drive Coeur d'Alene, ID 83814-8788

Address of Principal Place of Business

Street

City

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY

TITLE

Secretary

DATE 3/29

19 96



NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT!! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX, SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT HAND CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

SEE INSTRUCTIONS ON BACK

0000000-3



Colorado Corporate Report
THIS FORM MUST BE TYPED

FEE \$25.00

007

PLEASE READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
Address of Principal Place of Business in State or Country of Incorporation

APR 29 1994



CHECK HERE IF NO
CHANGES SINCE
LAST REPORT
(SEE INSTRUCTIONS)

Street: _____

City: _____

State: _____

Zip: _____

REQUEST FORMS TO CHANGE INFORMATION PRINTED IN THIS AREA

FOR OFFICE USE ONLY

871114116 DP

MAILING DATE 02/01/94

REPORT YEAR 1994

STATE/COUNTRY OF INC CG

TO AVOID PENALTY RETURN BY 04/30/94

THE CORPORATION COMPANY
COCA MINES INC.

1675 BROADWAY
DENVER CO 80202

941049726 \$25.00
SOS 04-29-94 14:48

Type of Business Affairs Conducted in Colorado

Non Profit Corporations and Limited Liability Companies Do Not Complete Stock Information

Stock Class	Authorized Shares	Par Value	Issued Shares
_____	_____	_____	_____
_____	_____	_____	_____

OFFICERS - List any additional officers or officers that have different titles than those listed below on a separate 8 1/2 x 11 sheet of paper.
THIS SECTION IS NOT REQUIRED FOR LIMITED LIABILITY COMPANIES

PRESIDENT
Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

VICE-PRES
Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

SECRETARY
Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

TREASURER
Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

CORPORATIONS LIST THE DIRECTORS **LIMITED LIABILITY COMPANIES LIST MANAGERS**
List any additional directors or managers on a separate 8 1/2 x 11 sheet of paper (complete even if names and addresses are the same as officers).

Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

Last Name: _____ First & Middle Name: _____
Street: _____ City: _____ State: _____ Zip: _____

Colorado law requires the Corporate Report to be signed by ONLY the Corporation's President, a Vice-President, Secretary (or assistant) or Treasurer. For a FOREIGN corporation without such officers, an authorized agent may sign.

Under penalties prescribed in Title 7, C.R.S. I declare this report has been examined by me and to the best of my knowledge and belief, is true, correct and complete.

Date

KW

President, Vice-President, Secretary (or assistant) or Treasurer (Manager)

Title

Secretary

ARTICLES OF MERGER
OF
CACTUS GOLD COMPANY
INTO
COCA MINES, INC.

3889110241
3889114116
Pursuant to the provisions of Sections 7-111-103, 7-111-104 and 7-111-105 of the Colorado Revised Statutes, COCA MINES, INC., a Colorado corporation in good standing (hereinafter referred to as "COCA"), hereby evidences the merger of its wholly-owned subsidiary, CACTUS GOLD COMPANY, a Colorado corporation in good standing (hereinafter referred to as "CACTUS"), into COCA as follows: ;

ARTICLE I

961095658 N 660.00
SECRETARY OF STATE
07-19-96 14:36

The following plan of merger was duly adopted and approved by unanimous written consent of CACTUS' Board of Directors as of May 10, 1996, and by COCA'S Board of Directors as of May 10, 1996:

PLAN OF MERGER

(A) The name of the subsidiary corporation is CACTUS GOLD COMPANY, a Colorado corporation, and the name of the owner of all of its outstanding capital stock is COCA MINES, INC., a Colorado corporation, which shall be the surviving corporation.

(B) There shall be no conversion of the shares of CACTUS into any other stock, since the sole shareholder, COCA, is the surviving corporation.

ARTICLE II

This merger having satisfied the provisions of Section 7-111-103(7), shareholder approval of said transaction is not required.

ARTICLE III

The capital stock of CACTUS consists of one class, and the number of outstanding shares owned by the surviving corporation, COCA, is as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned By COCA</u>
Common	1,000	1,000

1. ARTICLES OF MERGER OF CACTUS INTO COCA

COMPUTER UPDATE COMPLETE
JT

COMP. CH'D. TJR

ARTICLE IV

COCA, as sole shareholder of CACTUS, waived mailing of the Plan of Merger.

ARTICLE V

The manner of the adoption of the plan of merger and the vote by which it was adopted constitute full legal compliance with the provisions of Sections 7-111-103, 7-111-104 and 7-111-105 of the Colorado Revised Statutes, and with the Articles of Incorporation and the Bylaws of the subsidiary corporation, CACTUS, and with the Articles of Incorporation and the Bylaws of the surviving corporation, COCA.

ARTICLE VI

The Articles of Incorporation of the surviving corporation, COCA, remain unchanged by virtue of this merger.

ARTICLE VII

The effective date of the merger is May 10, 1996, which date complies with Section 7-111-104 of the Colorado Revised Statutes.

IN WITNESS WHEREOF, the duly authorized officers of COCA have executed these Articles of Merger as of the 10th day of May, 1996.

COCA MINES, INC.

By: Michael B. White
MICHAEL B. WHITE
Vice-President-General Counsel

ATTEST:

Nathaniel K. Adams
NATHANIEL K. ADAMS,
Assistant Secretary

2. ARTICLES OF MERGER OF CACTUS INTO COCA

MERGER CONSOLIDATION
CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER
DOMESTIC FOREIGN PROFIT NONPROFIT

MERGER #961095658

CACTUS GOLD COMPANY
(COLORADO CORP DP 891102414)

INTO

COCA MINES, INC.
(COLORADO CORPORATION DP 871114116), THE SURVIVOR.

FEE 25.00
COCASEFORM
DATE DUE 04/30/1998
REPORT YEAR 1998

BIENNIAL REPORT
A CORPORATION OR LIMITED LIABILITY COMPANY

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE FILED

MAILING DATE 02/01/1998

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION
CORPORATE NAME, ADDRESS, AGENT, REGISTERED OFFICE, CITY, STATE & ZIP

198721126116 SPC STATE/COUNTRY OF INC CO THE CORPORATION COMPANY COCA MINES INC. 1673 BROADWAY DENVER CO 80202	FOR OFFICE USE ONLY 19981042600 H \$ 25.00 SECRETARY OF STATE 03-05-98 14:15:03 FIRST REPORT OR CORRECTIONS IN THIS COLUMN
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Return completed reports to:
Department of State
Corporate Report Section
1300 Broadway, Suite 200
Denver, CO 80202

TYPE AND AGENT NAME
SIGNATURE OF NEW REGISTERED AGENT
AGENT NAME & STREET ADDRESS
CITY STATE CO

OFFICER NAME AND ADDRESS	TITLE
JOHNSON GEORGE R 6500 MINERAL DRIVE CORPOR D'ALENE ID	PR
WHITE MICHAEL B 6500 MINERAL DRIVE CORPOR D'ALENE ID	VP
ADAMS NATHANIEL A 6500 MINERAL DRIVE CORPOR D'ALENE ID	SE

OFFICER NAME AND ADDRESS	TITLE
JOHNSON GEORGE R 6500 MINERAL DRIVE CORPOR D'ALENE ID	
WHITE MICHAEL B 6500 MINERAL DRIVE CORPOR D'ALENE ID	
STILLWELL JOHN P 6500 MINERAL DRIVE CORPOR D'ALENE ID	

Address of Person Place of Business

State _____ City _____ Zip _____

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and agent has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY [Signature]
TITLE Secretary DATE 2/19/1998

NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT. SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX, SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE, POSTED ABOVE/UPPER LEFT HAND CORNER. IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE (303) 864-2251.

SEE INSTRUCTIONS ON BACK

☐

FEES 25.00
ON OR BEFORE
DATE DUE 04/30/2000
REPORT YEAR 2000

STATE OF COLORADO
BIENNIAL REPORT OF
A CORPORATION OR LIMITED LIABILITY COMPANY


007

READ INSTRUCTIONS ON REVERSE SIDE BEFORE COMPLETING
SUBMIT SIGNED FORM WITH FILING FEE

THIS FORM MUST BE TYPED

MAILING DATE 02/01/2000

INFORMATION BELOW IS ON FILE IN THIS OFFICE - DO NOT CHANGE PRE-PRINTED INFORMATION
CORPORATE NAME REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP

19871114116 DPC STATE/COUNTRY OF INC CO CORPORATION COMPANY (THE) COCA MINES INC. 1675 BROADWAY DENVER CO 80202	FOR OFFICE USE ONLY 20001052392 H \$ 25.00 SECRETARY OF STATE 03-14-2000 08:45:26  FIRST REPORT OR CORRECTIONS IN THIS COLUMN
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Return completed reports to:
Department of State
Corporate Report Section
1550 Broadway, Suite 200
Denver, CO 80202

TYPE NEW AGENT NAME
SIGNATURE OF NEW REGISTERED AGENT
MUST HAVE A STREET ADDRESS
CITY STATE ZIP

OFFICERS NAME AND ADDRESS	TITLE	
JOHNSON GEORGE R 6500 MINERAL DRIVE COEUR D'ALENE ID	PR	Roger A. Kauffman 6500 Mineral Drive Coeur d'Alene, ID 83815
WHITE MICHAEL B 6500 MINERAL DRIVE COEUR D'ALENE ID	VP	
ADAMS NATHANIEL K 6500 MINERAL DRIVE COEUR D'ALENE ID	SE	Michael B. White 6500 Mineral Drive Coeur d'Alene, ID 83815

DIRECTORS OR LIMITED LIABILITY COMPANY MANAGERS	(If you have less than 3 directors, you may list less than 3 directors)
JOHNSON GEORGE R 6500 MINERAL DRIVE COEUR D'ALENE ID	Roger A. Kauffman 6500 Mineral Drive Coeur d'Alene, ID 83815
WHITE MICHAEL B 6500 MINERAL DRIVE COEUR D'ALENE ID	
STILWELL JOHN F 6500 MINERAL DRIVE COEUR D'ALENE ID	

Address of Principal Place of Business

Street _____
City _____ State _____ Zip _____

SIGNATURE

Under penalties of perjury and as an authorized officer, I declare that this biennial report and, if applicable, the statement of change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

BY Michael B. White
Authorized Agent
TITLE Vice President/Secretary DATE 2/24 MX 2000

☐ NOTE: DO NOT USE THIS BOX IF THIS IS YOUR FIRST REPORT! SEE INSTRUCTIONS ON REVERSE. IF THERE ARE NO CHANGES SINCE YOUR LAST REPORT, MARK THIS BOX. SIGN ABOVE AND RETURN WITH THE FEE AND BY THE DATE DUE INDICATED ABOVE (UPPER LEFT HAND CORNER). IF YOU ARE FILING AFTER THE DATE DUE ABOVE, CONTACT THIS OFFICE FOR THE PROPER FEE. (303) 894-2251

SEE INSTRUCTIONS ON BACK

SPR000000-0

390000-101

STATE OF COLORADO
DONETTA DAVIDSON
SECRETARY OF STATE
1660 BROADWAY STE 200
DENVER CO 80202-5169

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
DENVER, COLORADO
Permit No. 118

RETURN SERVICE REQUESTED

PERIODIC REPORT

Fee \$25.00 due on or
before 04/30/2002

19871114116 DEC
STATE/COUNTRY OF INC CO

20021051304 M
\$ 25.00
SECRETARY OF STATE
03-01-2002 14:35:49

COCA HIGGS INC.
CORPORATION COMPANY (THE)
1675 BROADWAY
DENVER CO 80202

M/M

COCA 000142

Official Business - Colorado Secretary of State

Save \$\$! E-file this report at www.sos.state.co.us/periodic-report

This is a PERIODIC REPORT made on behalf of the entity identified on the reverse side. This Report must be typed or, if legible, it may be hand written. Report current information for the following items. Complete items 1 through 4 or this Report will be rejected. All addresses must be complete.

1. NAME OF INDIVIDUAL COMPLETING REPORT: Tam D. Hansen

If items 2 - 4 have not changed since your last report, check here ☒ Otherwise, complete 2 - 4.

2. NAME OF ENTITY'S REGISTERED AGENT: (cannot be same entity identified on reverse)

3. ~~STREET~~ ADDRESS OF ENTITY'S REGISTERED OFFICE (CO address only):

If mail is undeliverable to this address, ALSO include a P.O. Box address:

4. ADDRESS OF ENTITY'S PRINCIPAL OFFICE:

Optional: 5. Additional mailing address for entity:

6500 Mineral Drive, Coeur d'Alene, ID 83815-8798

Optional: 6. Entity's e-mail address: thansen@hecla-mining.com

Deliver this Report to: Colorado Secretary of State, 1560 Broadway, Ste 200, Denver CO 80202-5169, with the fee stated on reverse, payable to: Colorado Secretary of State. A peel-off mailing label is provided. This report must be received (not postmarked) on or before the due date stated on the reverse side. For more information, call 303-894-2251, fax 303-894-2242, e-mail sos.business@state.co.us, or visit our Web site, www.sos.state.co.us and view existing information.

No Signature Required

Form 7.50.501 1 revised 11/02/2001

390000-101

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
DENVER, COLORADO
Permit No. 119

RETURN SERVICE REQUESTED

~~Due \$25.00 on or before 04/30/2004~~
19871114116 DPC 5539
ST/CTRY OF INC CO
PERIODIC REPORT DUE

20041084928-11
\$ 25.00
SECRETARY OF STATE
03-03-2004 12:21:17

COCA MINES INC.
CORPORATION COMPANY (THE)
1675 BROADWAY
DENVER CO 80202

Q

COCA 000144

Official Business – § 7-90-501, C.R.S. -Colorado Secretary of State

Save \$\$\$! E-file this report at www.sos.state.co.us/periodic-report

This PERIODIC REPORT is made on behalf of the entity identified on the reverse side. It must be typed or, if legible, may be hand written. Report current information for the following items. All addresses must be complete. You must complete line 1 or this Report will be rejected.

1. NAME AND ADDRESS OF INDIVIDUAL RESPONSIBLE FOR THE ACCURACY OF REPORT:
Jennifer Damm, 6500 N. Mineral Dr., Ste. 200, Coeur d'Alene, Id. 83815-

If items 2 – 4 have not changed since your last report, check here ☒ Otherwise, complete 2 – 4. 9408

2. NAME OF ENTITY'S REGISTERED AGENT: (cannot be same business this report is being filed on)

3. STREET ADDRESS OF ENTITY'S REGISTERED OFFICE (CO address only):

If mail is undeliverable to this address, ALSO include a P.O. Box address:

4. ADDRESS OF ENTITY'S PRINCIPAL OFFICE:

Optional: 5. Additional mailing address for entity:

Jdamm@hecla-mining.com

Deliver this Report to: Colorado Secretary of State, 1560 Broadway, Ste 200, Denver CO 80202-5169, with the fee stated on reverse, payable to: Colorado Secretary of State. A peel-off mailing label is provided. This report must be received (not postmarked) on or before the due date stated on the reverse side. For more information www.sos.state.co.us and click on Business Center, call 303 894 2200 press 2, fax 303 869 4864, e-mail sos.business@sos.state.co.us.

No signature required

Form 7.90.505.1 revised 10/2002

STATE OF COLORADO
DONETTA DAVIDSON
SECRETARY OF STATE
1560 BROADWAY STE 200
DENVER CO 80202-5169

PRESORTED
FIRST CLASS MAIL
U.S. POSTAGE PAID
DENVER, COLORADO
Permit No. 119

RETURN SERVICE REQUESTED

Due \$25.00 on or before 04/30/2005
19871114116 DPC 5992
STICTRY OF INC CO
PERIODIC REPORT DUE

20051053312 H
\$ 25.00
SECRETARY OF STATE
03-03-2005 10:15:52

COCA MINES INC.
THE CORPORATION COMPANY
1675 BROADWAY
DENVER CO 80202

COCA 000146

Please e-file this mandatory Report for a REDUCED FEE at www.sos.state.co.us & click on Business Center. This Annual Report is required by § 7-90-501, C.R.S. for the entity identified on the reverse side. If you file this postcard, it must be typed or legibly handwritten and state current information. You must complete lines 1 and 2 or this Report will be rejected. If this Report is rejected, you will NOT receive a refund or notice of rejection.

1. NAME OF INDIVIDUAL RESPONSIBLE FOR THE ACCURACY OF REPORT:

HANSEN TAMI D.
(Last Name) (First Name) (Middle Name) (Suffix)

2. ADDRESS OF INDIVIDUAL RESPONSIBLE FOR THE ACCURACY OF REPORT:

6500 N. MINERAL DR., STE 200 COROR D'ALENE ID 83815
(Street/PO Box) (City) (State) (Zip/Postal Code)

☒ Mark box if information requested below is current in the records of the Secretary of State OR complete 3-5.

3. ADDRESS OF ENTITY'S PRINCIPAL OFFICE:

(Street and, if different, mailing address) (City) (State) (Zip/Postal Code)

4. NAME OF ENTITY'S REGISTERED AGENT: This person has consented to being so appointed.

EITHER an individual:

(Last Name) (First Name) (Middle Name) (Suffix)

OR a Business Organization:

5. STREET ADDRESS OF REGISTERED AGENT (must be a CO address):

(Street address) (City) CO (State) (Zip/Postal Code)

MAILING ADDRESS OF REGISTERED AGENT (if different from above):

(Mailing address) (City) (State) (Zip/Postal Code)

Deliver this Report and the fee stated on the reverse side to 1560 Broadway Ste 200, Denver CO 80202. This Report must be received (not postmarked) on or before the date due stated on the reverse side. Questions? Visit www.sos.state.co.us, and click on Business Center; e-mail sos.business@sos.state.co.us; call 303 894 2200 press 2; or fax 303 869 4864. If this Report is rejected, no refund or notice will be given. No signature is required. If you e-file, the Report will not be rejected, filing is *real time*, and the fee is lower. Form 7.90.501 (1-01) 5/2/04

E-Filed

Colorado Secretary of State

Date and Time: 03/15/2006 01:38 PM

Entity Id: 19871114116

Document number: 20061112604

Document processing fee

If document is filed on paper

\$100.00

If document is filed electronically

\$ 10.00

Late fee if entity is in noncompliant status

If document is filed on paper

\$ 50.00

If document is filed electronically

\$ 20.00

Fees & forms/cover sheets

are subject to change.

To file electronically, access instructions

for this form/cover sheet and other

information or print copies of filed

documents, visit www.sos.state.co.us

and select Business Center.

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Annual Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S.)

ID number:

19871114116

Entity name:

COCA MINES INC.

Jurisdiction under the law of which the
entity was formed or registered:

Colorado

You must complete line 1.

Notice:

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1. Name(s) and address(es) of the
individual(s) causing the document
to be delivered for filing:

Jimmerson

Trish

(Last)

(First)

(Middle)

(Suffix)

6500 N. Mineral Dr., Ste. 200

(Street name and number or Post Office Box information)

Coeur d'Alene

ID

83815

(City)

(State)

(Postal/Zip Code)

(Province - if applicable)

(Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

☐ Mark the box if information requested below is current in the records of the Secretary of State
OR complete Questions 2 through 7.

2. Principal office street address:

1776 S LINCOLN ST #910

(Street name and number)

DENVER

(City)

CO

(State)

80203

(Postal/Zip Code)

United States

(Province - if applicable)

(Country - if not US)

3. Principal office mailing address:
(if different from above)

6500 MINERAL DR

(Street name and number or Post Office Box information)

COEUR D ALENE

(City)

ID

(State)

83815-8788

(Postal/Zip Code)

United States

(Province - if applicable)

(Country - if not US)

4. Registered agent name: (if an individual)

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization)

THE CORPORATION COMPANY

5. The person identified above as registered agent has consented to being so appointed.

6. Registered agent street address:

1675 BROADWAY

(Street name and number)

DENVER

(City)

CO

(State)

80202

(Postal/Zip Code)

7. Registered agent mailing address:
(if different from above)

(Street name and number or Post Office Box information)

(City)

(State)

(Postal/Zip Code)

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Colorado Secretary of State

Date and Time: 03/07/2007 04:05 PM

Id Number: 19871114116

Document number: 20071118445

Document processing fee

If document is filed on paper

\$100.00

If document is filed electronically

\$ 10.00

Late fee if entity is in noncompliant status

If document is filed on paper

\$ 50.00

If document is filed electronically

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Annual Report

filed pursuant to §7-90-301, et seq. and §7-90-501 of the Colorado Revised Statutes (C.R.S.)

ID number:

19871114116

Entity name:

COCA MINES INC.

Jurisdiction under the law of which the
entity was formed or registered:

Colorado

You must complete line 1.

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Jimmerson

Trish

(Last)

(First)

(Middle)

(Suffix)

6500 N. Mineral Dr.

Suite 200 (Street name and number or Post Office Box information)

Coeur d'Alene

ID

83815

(City)

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DENVER

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United States

(Province - if applicable)

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COEUR D ALENE

(City)

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83815-8788

(Postal/Zip Code)

United States

(Province - if applicable)

(Country - if not US)

4. Registered agent name: (if an individual)

(Last)

(First)

(Middle)

(Suffix)

OR (if a business organization)

THE CORPORATION COMPANY

5. The person identified above as registered agent has consented to being so appointed.

6. Registered agent street address:

1675 Broadway Ste 1200

(Street name and number)

Denver

(City)

CO

(State)

80202

(Postal/Zip Code)

7. Registered agent mailing address:
(if different from above)

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E-Filed

Colorado Secretary of State

Date and Time: 03/07/2008 03:05 PM

Id Number: 19871114116

Document number: 20081131976

Document processing fee

If document is filed on paper

\$100.00

If document is filed electronically

\$ 10.00

Late fee if entity is in noncompliant status

If document is filed on paper

\$ 50.00

If document is filed electronically

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Annual Report

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ID number:

19871114116

Entity name:

COCA MINES INC.

Jurisdiction under the law of which the
entity was formed or registered:

Colorado

You must complete line 1.**Notice:**

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(Suffix)

6500 N. Mineral Dr.

Suite 200 (Street name and number or Post Office Box information)

Coeur d'Alene

ID

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1776 S LINCOLN ST #910

(Street name and number)

DENVER

CO

80203

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United States

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3. Principal office mailing address:
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6500 MINERAL DR

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COEUR D ALENE

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83815-8788

(City)

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United States

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(Country -- if not US)

4. Registered agent name: (if an individual)

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OR (if a business organization)

THE CORPORATION COMPANY

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Denver

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(Postal/Zip Code)

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E-Filed

Colorado Secretary of State

Date and Time: 02/09/2009 03:40 PM

ID Number: 19871114116

Document number: 20091086319

Amount Paid: \$10.00

Document processing fee

If document is filed on paper

\$100.00

If document is filed electronically

\$ 10.00

Late fee if entity is in noncompliant status

If document is filed on paper

\$ 50.00

If document is filed electronically

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Annual Report

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ID number:

19871114116

Entity name:

COCA MINES INC.Jurisdiction under the law of which the
entity was formed or registered:Colorado

1. Principal office street address:

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(Street name and number)

DENVER

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80203

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7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Jimmerson

(Last)

Trisha

(First)

(Middle)

(Suffix)

6500 N. Mineral Dr.

(Street name and number or Post Office Box information)

Suite 200

Coeur d'Alene

(City)

ID 83815

(State)

(Postal/Zip Code)

United States

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Colorado Secretary of State

Date and Time: 03/03/2010 03:05 PM

ID Number: 19871114116

Document number: 20101132660

Amount Paid: \$10.00

Document processing fee

If document is filed on paper

\$100.00

If document is filed electronically

\$ 10.00

Late fee if entity is in noncompliant status

If document is filed on paper

\$ 50.00

If document is filed electronically

\$ 40.00

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ID number:

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Jurisdiction under the law of which the
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DENVER

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CO

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80203

(Postal/Zip Code)

United States

(Province - if applicable)

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2. Principal office mailing address:
(if different from above)

6500 MINERAL DR

(Street name and number or Post Office Box information)

SUITE 200

COEUR D ALENE

(City)

ID

(State)

83815

(Postal/Zip Code)

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3. Registered agent name: (if an individual)

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CoCa's Response to Request No. 15

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